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MURIEL DESLOOVERE
EDWARD A. HILL
E. C. LANGFORD*†
FRANK CHARLES MIRANDA
VICKI L. REEVES
KELL C. WILLIAMS III

* BOARD CERTIFIED CIVIL TRIAL LAWYER
† BOARD CERTIFIED BUSINESS LITIGATION LAWYER

1715 WEST CLEVELAND STREET
TAMPA, FLORIDA 33606

MAILING ADDRESS
POST OFFICE BOX 3277
TAMPA, FLORIDA 33601-3277

(813) 251-5533
(800) 277-2005
FACSIMILE (813) 251-1900
www.langfordhill.com

March 23, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization for The Residences at Tampa Bay, LLC

Dear Sir or Madam:

800003910578--0
-03/26/01--01146--017
****125.00 ****125.00

Enclosed herewith for filing please find Articles of Organization for the above-referenced limited liability company. Also enclosed is our client's check in the amount of \$125.00 in payment of the filing fee and registered agent fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

LANGFORD & HILL, P.A.

Muriel Desloovere

FILED
01 MAR 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MD/ma
Enclosures(1)

LOI-4837
JL

ARTICLES OF ORGANIZATION
OF
THE RESIDENCES AT TAMPA BAY, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization:

Article I - Name

The name of the Limited Liability Company is **THE RESIDENCES AT TAMPA BAY, LLC.**

Article II - Address

The mailing address of the Limited Liability Company is P.O. Box 3277, Tampa, Florida, 33601-3277, and the street address of the Limited Liability Company is 1715 W. Cleveland Street, Tampa, Florida 33606.

Article III - Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Muriel Desloovere, Esquire

Name

1715 West Cleveland Street

street address (P.O. BOX **NOT** ACCEPTABLE)

Florida

Tampa, Florida 33606

City, State and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

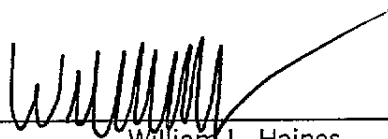
Registered Agent's Signature

Article IV - Management (Check box if applicable)



The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

FILED
01 MAR 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



William L. Haines

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (OPTIONAL)
\$ 5.00 Certificate of Status (OPTIONAL)

FILED

01 MAR 26 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA