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MEMBER  
FLORIDA BAR  
CONNECTICUT BAR

LYNNE A. HAGIBES, CLA  
CERTIFIED LEGAL ASSISTANT

L01000005581

March 30, 2001

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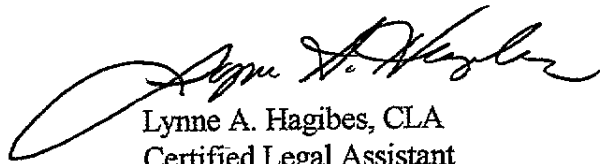
Secretary of State  
Florida Department of State  
Corporations Divisions  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Real Properties Management CO., LLC.

Dear Sir/Madam:

Enclosed please find the Articles of Organization for the above-referenced limited liability company along with the filing fee of \$125.00. Please cause these Articles of Organization to be filed and return to this office a filed stamped copy thereof. If you have any questions or if there are any problems, feel free to contact me. A self addressed-stamped envelope for ease of return is enclosed for your convenience.

Sincerely,

  
Lynne A. Hagibes, CLA  
Certified Legal Assistant

FILED  
01 APR -6 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/lh  
Enclosure

FF \$125.00

**ARTICLES OF ORGANIZATION  
OF  
REAL PROPERTIES MANAGEMENT CO., LLC**

THE UNDERSIGNED hereby submits these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida:

1. The name of the limited liability company is:

REAL PROPERTIES MANAGEMENT CO., LLC

2. The latest date on which the limited liability company is to dissolve is January 1, 2047.
3. The name and address of each member executing these Articles of Organization are:

<u>Name</u>	<u>Address</u>
H. Brantley Powell	1070 Powell Drive Singer Island, Fl. 33404
Cynthia B. Powell	1070 Powell Drive Singer Island, Fl. 33404
Kelly P. Gould	1070 Powell Drive Singer Island, FL. 33404

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4. The mailing address and the street address of the principal office of the limited liability company in the State of Florida is 1070 Powell Drive, Singer Island, Florida, 33404.

5. The limited liability company will be a member-managed company. To the fullest extent permitted by the Florida Limited Liability Company Act as it exists or may hereafter be amended, no person who is serving or who may serve as a member/manager of the limited liability company shall be personally liable to the limited liability company or any of its members for monetary damages for breach of duty as a manager. No amendment nor repeal of this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred

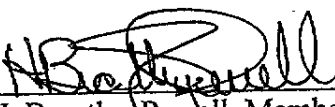
prior to such amendment, repeal, or adoption

6. Pursuant to and in compliance with Florida Statute § 48.091, and Florida Statute § 608.415, the following is submitted:

That REAL PROPERTIES MANAGEMENT CO., LLC, desiring to organize under the laws of the State of Florida with its principal office in the City of Singer Island, County of Palm Beach, State of Florida, as indicated in the Articles of Organization, has named H. Brantly Powell, 1070 Powell Drive, Singer Island, Florida 33404, as its agent to accept service of process within this state.

7. These articles will be effective upon filing.

THIS THE 29 DAY OF MARCH, 2001

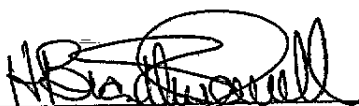
  
H. Brantly Powell, Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby state that I am familiar with the obligations of a registered agent and accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office and to comply with all provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 3/29/01

  
H. Brantly Powell, Registered Agent