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THE MILLHORN LAW FIRM

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May 23, 2001

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

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-05/24/01--01096--004
****155.00 ****155.00

RE: THE GALLERY AT THE DUNN, L.L.C.

Dear Division of Corporations:


Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced limited liability company.

I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 100.00
Certified Copy	\$ 30.00
Registered Agent Designation	\$ 25.00
TOTAL	\$ 155.00

Please return the certified copy to my office. Thank you for your kind cooperation.

Sincerely,
THE MILLHORN LAW FIRM



Michael D. Millhorn
Attorney at Law

encl.

FILED
01 MAY 24 PM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mnt
5/29

ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name

The name of the Limited Liability Company is:

THE GALLERY AT THE DUNN, L.L.C.

ARTICLE II — ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

THE GALLERY AT THE DUNN
13710 U.S 441
SUITE 100
LADY LAKE, FLORIDA 32159

ARTICLE III — Duration

The period of duration for the Limited Liability Company shall be perpetual. The date and time of the corporate existence is the time these Articles of Organization are filed with the Secretary of State's office.

ARTICLE IV- Management

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The name and address of the initial managing member is:

MICHAEL D. MILLHORN
13710 U.S 441
SUITE 100
LADY LAKE, FLORIDA 32159

Article V- Initial Registered Office and Agent

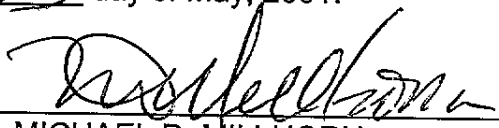
The street address of the initial registered office of this Corporation is:

13710 U.S 441
SUITE 100
LADY LAKE, FLORIDA 32159

and the name of the initial registered agent of this Corporation at that office is:

MICHAEL D. MILLHORN

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 23 day of May, 2001.


MICHAEL D. MILLHORN

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES. DATED THIS 23 DAY OF May, 2001.


MICHAEL D. MILLHORN

STATE OF FLORIDA
COUNTY OF SUMTER

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared MICHAEL D. MILLHORN, who produced Florida Driver's License as identification, as Incorporator, executed the foregoing Articles of Organization of , and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 23rd day of May, 2001.

(SEAL)



Genie M. Terry
MY COMMISSION # CC863754 EXPIRES
September 1, 2003
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires: