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** ALSO ADMITTED TO PRACTICE IN TENNESSEE

May 24, 2001

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Stuhler Shangri La #3, LLC

Dear Sir or Madam:

Enclosed are the executed original and one (1) copy of the Articles of Organization ("Articles") for Stuhler Shangri La #3, LLC, as well as my firm's check in the amount of \$125.00 to cover the filing cost for same. Please approve, file the originals, and return verification to me at the address given above.

Thank you for your attention to this matter. Please call me should you have any questions.

Sincerely,



H. Adam Airth

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HAA/jlb
Enclosures
cc: client

FILED
01 MAY 29 AM 2:06
SPT. CLERK, STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
STUHLER SHANGRI LA #3, LLC,
a Florida Limited Liability Company**

ARTICLE I. Name

The name of the Limited Liability Company is: **STUHLER SHANGRI LA #3, LLC**

ARTICLE II. Address

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


**19 Floral Court
Palm Coast, Florida 32137**

ARTICLE III. Registered Agent, Registered Office, & Registered Agent's Signature

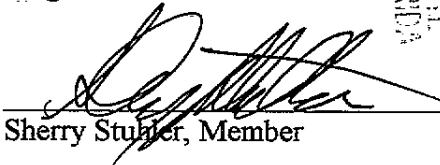
The name and the Florida street address of the registered agent are:

**H. Adam Airth, Jr., Esquire
Clark & Campbell, P.A.
4740 Cleveland Heights Boulevard
Lakeland, Florida 33813**

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 as provided for in Chapter 608, F.S.



H. Adam Airth, Jr.
Registered Agent's Signature


Sherry Stuhler, Member

FILED
JUN 29 AM 2:06
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA