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ACCOUNT NO. : 072100000032

REFERENCE : 239230 4144C

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 125.00

ORDER DATE : July 25, 2001

ORDER TIME : 12:55 PM

ORDER NO. : 239230-005

CUSTOMER NO: 4144C

000004495920--3

CUSTOMER: Ms. Suzanne Cleven
Holland & Knight LLP/corporate
Account
Suite 2600
200 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: COURTNEY DOWNS APARTMENTS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JB
7-25-01

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DIVISION OF CORPORATIONS
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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
COURTNEY DOWNS APARTMENTS, LLC
(a Florida limited liability company)**

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is: Courtney Downs Apartments, LLC.

ARTICLE II. ADDRESS

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

Courtney Downs Development, Inc.
250 International Parkway, Suite 220
Heathrow, Florida 32746

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301-2607

ARTICLE V. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the

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Company in the manner prescribed by and provided in the Operating Agreement of the Company. Therefore, the Company is a manager-managed company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Manager are as follows:

Courtney Downs Development, Inc.
250 International Parkway, Suite 220
Heathrow, Florida 32746

Such Manager shall serve in such capacity until the first meeting of the Members or until its successor(s) are duly elected and qualified.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.



James E. L. Seay
Authorized Representative of a Member

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF COURTNEY DOWNS APARTMENTS, LLC

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Courtney Downs Apartments, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: Courtney Downs Apartments, LLC.
2. The name of the registered agent and the address of the registered office are:

NAME: CORPORATION SERVICE COMPANY

ADDRESS: 1201 Hays Street

Tallahassee, Florida 32301-2607

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, 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,

Date: 7/25, 2001

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

Name: Deborah D. Skipper

Title: As its agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA
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