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AUTHORIZATION :

Patricia Pignatelli

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ORDER DATE : July 26, 2001

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ORDER NO. : 258623-005

CUSTOMER NO: 149697A

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CUSTOMER: Karen M. Brown, Legal Asst
Swann & Hadley, P.a.

Suite 160
1031 West Morse Boulevard
Winter Park, FL 32789

DOMESTIC FILING

NAME: KEEWIN FORESTBROOKE, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

JB
7/26/01

RECEIVED
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DIVISION OF CORPORATION

01 JUL 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**ARTICLES OF ORGANIZATION
FOR
KEEWIN FORESTBROOKE, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled "Florida Limited Liability Company Act," do hereby adopt the following Articles of Organization for such company:

ARTICLE I - NAME

The name of the company shall be: Keewin ForestBrooke, L.L.C. (the "Company")

ARTICLE II - ADDRESS

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

1031 W. Morse Boulevard
Suite 325
Winter Park, Florida 32789

**ARTICLE III - CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Keewin ForestBrooke, L.L.C.
2. The name and the Florida street address of the registered agent are:

Allan E. Keen

Name

1031 W. Morse Boulevard, Suite 325

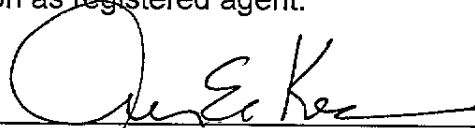
Florida street address (P.O. Box **NOT** Acceptable)

Winter Park, Florida 32789

City, State and Zip

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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.


Signature

ARTICLE IV - DURATION

The period of duration for the Company shall be **Perpetual** unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of the member, unless the business of the Company is continued by the consent of all of the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the limited liability company subsequent to the foregoing events.

ARTICLE V - MANAGEMENT

The Company is to be managed by a member and the name and address of the managing member is:

Allan E. Keen
1031 W. Morse Boulevard
Suite 325
Winter Park, Florida 32789

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: Additional members may be admitted upon the approval of a majority of the members of the Company, upon the written application of such new member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

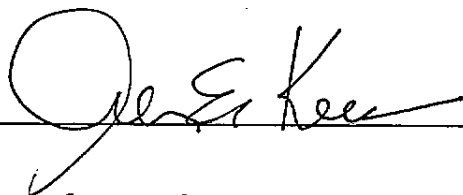
The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates

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the continued membership of a member in the Company shall be: the remaining members of the Company may continue the business upon the termination of membership of a member in the Company on unanimous agreement and as provided in the Operating Agreement of the Company.

A handwritten signature in black ink, appearing to read "Allan E. Keen", is written over a horizontal line.

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

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

Allan E. Keen

Typed or printed name of signee

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