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WILLIAM T. KIRTLEY, P. A.
ATTORNEY AT LAW

TELEPHONE
(941) 366-4222
FAX
(941) 366-4007

1776 RINGLING BOULEVARD
SARASOTA, FLORIDA 34236

September 27, 2001

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: UNIVERSITY ESTATES, L.L.C.

Gentlemen:

Enclosed for filing with your office are Articles of Organization for UNIVERSITY ESTATES, L.L.C. Also enclosed is a check in the amount of \$155 representing the filing fee of \$100, the designation of agent fee of \$25 and the certified copy fee of \$30.

Please be advised that under separate cover an Application by Foreign Corporation for Authorization to Transact Business in Florida for University Estates, Inc., the Managing Member of the limited liability company, has been transmitted to the Registration Section for filing.

Please return the certified copy of the Articles of Organization to the undersigned at your earliest convenience. If you have any questions with respect to this filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,


Catherine J. Scott
Certified Legal Assistant

Enclosures

FILED
OCT 1 2001
PM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
UNIVERSITY ESTATES, L.L.C.**

ARTICLE I - NAME

The name of the Limited Liability Company is:

UNIVERSITY ESTATES, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1707 71st Street, N.W., Bradenton, Florida 34209.

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE
AND RESIDENT AGENT'S SIGNATURE**

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

William T. Kirtley, Esq.
1776 Ringling Boulevard
Sarasota, Florida 34236

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01 OCT - 1 PM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Florida Statutes.


WILLIAM T. KIRTLEY

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

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.

Dated at Bradenton, Florida this 27 day of September, 2001.

UNIVERSITY ESTATES,, INC., its Manag-
ing Member

By Richard T. Conard
Richard T. Conard, President

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01 OCT -1 PM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA