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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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AL

LIMITED LIABILITY COMPANY

CAPITAL HOMES OF FLORIDA, LLC

Certificate of Status	0
Certified Copy	1
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SECRET/STATE
TALLAHASSEE, FLORIDA

01 OCT 25

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ARTICLES OF ORGANIZATION

(V)

FOR

CAPITAL HOMES OF FLORIDA, LLC

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 25

ARTICLE I

NAME

The name of the limited liability company is CAPITAL HOMES OF FLORIDA, LLC (the "Company").

ARTICLE II

ADDRESS

The mailing and street address of the Company's principal office is 3851 NW 65th Drive, Boca Raton, Florida 33496.

ARTICLE III

PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV

DURATION

The period of duration for the Company is December 31, 2052 or until dissolved pursuant

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to the Company's regulations; beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE V

REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent is Steven A. Belson, Esquire. The street address of the Company's registered agent in Florida is: c/o Belson & Lewis, 2000 Glades Road, Suite 306, Boca Raton, Florida 33431.

ARTICLE VI

AUTHORIZED REPRESENTATIVE

The name and address of the person signing these Articles of Organization as authorized representative of the members are: Steven A. Belson, Esq., c/o Belson & Lewis, 2000 Glades Road, Suite 306, Boca Raton, Florida 33431.

ARTICLE VII

MANAGEMENT

The Company is to be managed by its managing members and is, therefor, a manager - managed Company. This Company shall initially have two (2) managers. The name and address of the initial managing members are identified as follows: Steven Greenberg, 3851 NW 65th Drive, Boca Raton, FL 33496 and Steven Blum, 6919 Royal Orchid Circle, Delray Beach, FL 33446.

ARTICLE VIII

ADMISSION OF NEW MEMBERS

The then existing members of the Company shall have the right to admit new members. Additional members may be admitted only by the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

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TALLAHASSEE
SECRETARY OF STATE

ARTICLE IX

CONTINUATION OF BUSINESS

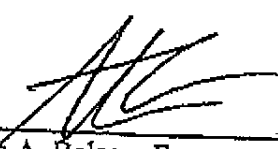
The remaining members of the Company may not continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company unless there is unanimous written consent by the remaining members to do so.

ARTICLE X

ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal any provision contained in these Articles of Organization or the Regulations of the Company is vested entirely in the managing member listed above in Article VI herein, and only by written consent, in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 24th day of October, 2001.



Steven A. Belson, Esq.,
authorized representative

01 OCT 2001
TALLAHASSEE
SECRETARY OF STATE

STATE OF FLORIDA

COUNTY OF PALM BEACH

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The foregoing instrument was acknowledged before me this 24th day of October, 2001,
by Steven A. Belson, Esquire, as authorized representative of the members, who is personally
known to me or who has produced _____ as identification.

Nancy F. Joy
Notary Public
Print Name: _____
Comm. No.: _____
Comm. Exp.: _____



Nancy F. Joy
MY COMMISSION # CC915741 EXPIRES
April 22, 2004
BONDED THRU TROY PAUL INSURANCE, INC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

The name of the limited liability company is CAPITAL HOMES OF FLORIDA, LLC.

The name and address of the registered agent and office is: Steven A. Belson, Esquire, c/o Belson & Lewis, 2000 Glades Road, Suite 306, Boca Raton, FL 33431.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 10/24, 2001



Steven A. Belson,
registered agent

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