

601000019600

Waterbrook Falls, LLC
4501 Beverly Avenue
Jacksonville, FL 32210
(904) 384-6964 Fax (904) 384-6889

November 5, 2001

00855 - 02827 - 00676 - 02963

MJH

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

11/8

W01 26055

RE: Waterbrook Falls, LLC

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-11/08/01--01034--003
***133.75 ***133.75

Dear Madam or Sir:

Enclosed is the original executed Articles of Organization, together with an exact copy thereof, for the above referenced limited liability company. Also enclosed is our check in the amount of \$133.75 representing \$100.00 Filing Fee, \$25.00 Registered Agent Designation fee, and \$8.75 for a Certified Copy.

Please contact the undersigned should you have any questions or require anything further.

Very truly yours,



Linda K. Friel
Real Estate Coordinator

encl.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

WATERBROOK FALLS, LLC

The undersigned organizers, who are the members of WATERBROOK FALLS, LLC (the "Company") under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is WATERBROOK FALLS, LLC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Company is 4501 Beverly Avenue, Jacksonville, Florida 32210.

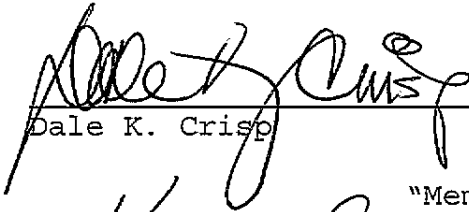
ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent is Kenyon S. Atlee, 4501 Beverly Avenue, Jacksonville, Florida 32210.

ARTICLE IV - MANAGERS

The Company shall be a manager-managed company as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned organizers have executed the foregoing Articles of Organization as of the 2 day of November, 2001.


Dale K. Crisp


Kenyon S. Atlee

"Member"

"Member"

ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **WATERBROOK FALLS, LLC**, at the place designated in the Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.



Kenyon S. Atlee

DATE: November 2, 2001