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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : HAMRICK, PERREY, QUINLAN & SMITH, P.A.

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LIMITED LIABILITY COMPANY

WHISPER PALMS OF TERRA CEIA, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
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Articles of Organization of

Whisper Palms of Terra Ceia, LLC,

a Florida Limited Liability Company

The undersigned, BARRY H. LOGAN, desires to form a limited liability company pursuant to the Florida Limited Liability Company Act. As the initial manager and one of the members of the proposed limited liability company, he does hereby make and file these Articles of Organization, and hereby declares and affirms:

ARTICLE I: Name

The name of the limited liability company ("Company") is WHISPER PALMS OF TERRA CEIA, LLC, a Florida Limited Liability Company.

ARTICLE II: Street Address and Mailing Address

The street address of the Company's principal office is 1821 Bayshore Drive, Terra Ceia, Florida. The mailing address of the Company's principal office is P.O. Box 229, Terra Ceia, FL 34250.

ARTICLE III: Duration

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV: Registered Agent and Office

The name of the Company's initial registered agent for service of process in the State of Florida is Barry H. Logan, whose street address is 1821 Bayshore Drive, Terra Ceia, Florida, and whose mailing address is P.O. Box 229, Terra Ceia, FL 34250.

ARTICLE V: Management

The Company is to be a manager-managed company, managed initially with only one manager. The initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows:

BARRY H. LOGAN

1821 Bayshore Drive P.O. Box 229 Terra Ceia, FL 34250

ARTICLE VI: Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on 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.

ARTICLE VII: Continuation Provisions

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE VIII: Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managing member of the Company.

IN WITNESS WHEREOF, the undersigned, being the initial manager and one of the members of the proposed limited liability company, does certify that he is of full age, is competent to contract and is a citizen of the United States of America. For the purpose of forming the proposed limited liability company above-named to do business both within and without the State of Florida, and in pursuance of the Florida Limited Liability Company Act, I do make and file these Articles of Organization, hereby

declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 3rd day of October, 2001.

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 3rd day of October, 2001, by BARRY H.
LOGAN, who

is personally known to me; or
produced a driver's license issued by the State of Florida Department of Highway Safety and Motor Vehicles as identification; or
produced the following identification:

and did not take an oath.

Signature:
NOTARY PUBLIC, State of Florith at Large Typed name:
My Commission Expires:

My Commission No.:

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

- 1. The name of the limited liability company is WHISPER PALMS OF TERRA CEIA, LLC.
- The name and street address of the registered agent and office is:

BARRY H. LOGAN 1821 Bayshore Drive P.O. Box 229 Terra Ceia, FL 34250 01 1101 20

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 this 3rd day of October, 2001.

Barry H. Logan, Registered Agent

STATE OF FLORIDA COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 3rd day of October, 2001, by BARRY H. LOGAN. He

[V] is personally known to me; or

[] produced a driver's license issued by the State of Florida Department of Highway Safety and Motor Vehicles as identification; or

[] produced the following identification:

and did not take an oath.

Notary Public

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Philip E. Perrey
Commission # CO 899643
Empires Feb. 14, 2004
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