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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

Valley Oaks Estates, LLC

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**ARTICLES OF ORGANIZATION
OF
VALLEY OAKS ESTATES, LLC**

The undersigned natural person of the age of eighteen years or more, acting as organizer of a Limited Liability Company under the Limited Liability Company Act of the State of Florida, hereby adopts the following Articles of Organization for such Limited Liability Company.

ARTICLE I

The name of the Limited Liability Company is:

Valley Oaks Estates, LLC

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is 7650 Courtney Campbell Cswy, Suite 1120, Tampa, Florida 33607

ARTICLE III

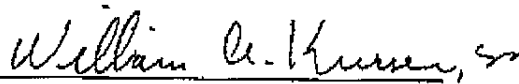
The name and street address of the company's registered agent is:

William A. Krusen, Sr.
7650 Courtney Campbell Cswy.
Suite 1120
Tampa, Florida 33607

ARTICLE IV

The limited liability company is to be managed by its members and is, therefore, a member-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of Valley Oaks Estates, LLC, this 28 day of December, 2001 on behalf of the parties who shall be its members.


William A. Krusen, Sr., Member

ewis H. Hill, III, Esquire
lorida Bar No. 036020
oley & Lardner
00 N. Tampa St., Suite 2700
ampa, FL 33602
hone: (813) 229-2300

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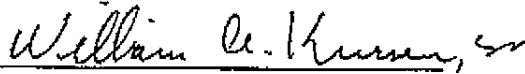
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STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Valley Oaks Estates, LLC, as the Registered Agent of this limited liability company, hereby consents to and accepts the appointment as Registered Agent of the Company and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as Registered Agent. the undersigned states that it is familiar with and accepts the obligations of its position as Registered Agent of the Company, as provided for in Chapter 608, Florida Statutes.


William A. Krusen, Sr., Member

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