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ARTICLES OF ORGANIZATION

OF

ABC YBOR TOWNHOMES, LLC

a Florida Limited Liability Company

ARTICLE I Name

The name of this Limited Liability Company is ABC YBOR TOWNHOMES, LLC (the "Company").

ARTICLE II **ADDRESS**

The mailing address and street address of the principal office of the Company is: 1313 Gray Street
Tampa, Florida 33606

ARTICLE III

DURATION

The Company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

ARTICLE IV **MANAGEMENT**

The Limited Liability Company is to be managed by one or more managers and is therefore, a manager-managed company. The name and addresses of the manager(s) is, as follows:

> Andrew Cohen 1313 Gray Street Tampa, Florida 33606

Gary Cohen 1313 Gray Street Tampa, Florida 33606

ARTICLE V REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the Registered Agent is:

Gary Cohen 1313 Gray Street Tampa, Florida 33606

R TOWNHOMES, LLC. a Florida mitted liability company By: Gary Cohen Its: Managing Member The foregoing instrument was acknowledged before me this 2/ 2002, by Gary Cohen, as Managing Member of ABC YBOR TOWNHOMES, LLC, who is as identification.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

My Commission Expires:

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

personally known to me or produced ___

Notary Public, State of Florida

Commission CC893274 Expires December 07 2003

2

ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

The name of the Limited Liability Company is: ABC YBOR TOWNHOMES, LLC

The name and Florida street address of the Registered Agent is:

Gary Cohen 1313 Gray Street Tampa, Florida 33606

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.

GARY COHEN

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