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Division of Corporations

GRIMES, GOEBEL, ETAL

NO. 1519

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Division of Corporations
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Account Name : GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.
Account Number : 072460000742
Phone : (941)748-0151
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LIMITED LIABILITY COMPANY

Winding River, L.C.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

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GRIMES, GOEBEL, ETAL

NO. 1519 P. 2

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**ARTICLES OF ORGANIZATION OF
WINDING RIVER, L.C.
a Limited Liability Company**

ARTICLE I

Name

The name of the limited liability company ("Company") is WINDING RIVER, L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 9115 58th Drive East, Suite A, Bradenton, Florida 34202.

ARTICLE III

Duration

The period of duration of the Company is twenty-five (25) years, 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 in Florida is Caleb J. Grimes, Esquire. The address of the Company's registered agent is 1023 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE V

Management

The Company is a Member-managed company. The Managing-member is identified as follows:

CounTreeWide Realty, Inc.

Caleb J. Grimes, Esquire/FL Bar #264636
Grimes Goebel Grimes Hawkins Gladfelter & Galvano, P.A.
1023 Manatee Avenue West, Bradenton, Florida 34205
941 748-0151 Fax 941 748-0158
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ARTICLE V

Admission of New Members

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 which terminates the continued membership of a member in the Company.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 2 day of May, 2002.

CounTreeWide Realty, Inc., Managing Member of Winding River, L.C.

By: [Signature]
Larry J. D'Urso, Jr.,
President, CounTreeWide Realty, Inc.

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MANATEE

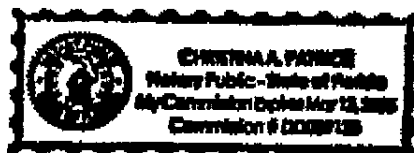
The foregoing instrument was acknowledged before me this 2 day of may, 2002, by Larry J. D'Urso, Jr., as President of CounTreeWide Realty, Inc. who is personally known to me or who has produced _____ as identification.

My Commission Expires:

[Signature]
Notary Signature

CHRISTINA A. PATRICK

Printed Name of Notary



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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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.

1. The name of the Limited Liability Company is WINDING RIVER, L.C.
2. The name and the Florida street address of the registered agent and office are:

Caleb J. Grimes, Esquire, 1023 Manatee Avenue West, Bradenton, Florida 34205.

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 as provided for in Chapter 608, Florida Statutes.

Dated: May 6, 2002.


Caleb J. Grimes, Registered Agent

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U:\Nicole\Manatee Joint Venture\Winding River\Articles of Incorporation Winding River.wpd\slh\April 29, 2002

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