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SQUIRE, SANDERS & DEMPSEY L.L.P.

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May 6, 2002

VIA FEDERAL EXPRESS

Florida Department of State Registration Section Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re: Articles of Organization - Mandalay 304, LLC

Dear Sir or Madam:

I enclose the Articles of Organization for the above-referenced limited liability company to be filed with your office on behalf of our client, David Kern. Please file these Articles as soon as possible and return a file-stamped copy to me, along with a Certificate of Status. I also enclose a check in the amount of \$130.00 to cover filing fees and the cost of the certificate.

Thank you for your prompt attention to this matter. Should you have any questions, please contact me immediately.

Sincerely,

Mary-Kate Haney Legal Assistant

Enclosures

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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The name of the Limited Liability Company is:

MANDALAY 304, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1310 Summerland, Winter Park, Florida 32789

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Andrew Service Corporation

Name

201 North Franklin Street, Suite 2100

Florida street address (P.O. Box NOT acceptable)

Tampa FL 33602

City, State, and Zip

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, F.S.

ANDREW SERVICE CORPORATION

Bσ

Registered Agent's Signature Vice President

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

David Kern

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)