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(1924-1995)

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April 29, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-05/08/02--01072--008
****125.00 ****125.00

RE: Northeast Florida Homes, LLC

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization of the above-referenced Florida Limited Liability Company together with our firm check in the amount of \$125.00 representing the filing fee. Please file the enclosed Articles of Organization and return same to me at your earliest opportunity.

Thank you most cordially for your assistance in this regard. Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,

Scott W. Fallar /tr
Scott W. Fallar

SWF/tr
Enclosure

FILED
02 MAY -8 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
NORTHEAST FLORIDA HOMES, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this Limited Liability Company is NORTHEAST FLORIDA HOMES, LLC, and the mailing address and street address of the principal office of the Limited Liability Company is 9951 Atlantic Boulevard, Suite 118, Jacksonville, Florida 32225.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 608.407, Florida Statutes, this Limited Liability Company shall commence upon the date of execution of these Articles of Organization. This Limited Liability Company shall have perpetual existence.

ARTICLE III - PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Scott W. Fallar. The Florida street address of the registered agent of this Limited Liability Company is 8777 San Jose Boulevard, Building A, Suite 200, Jacksonville, Florida 32217.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by the members.

The names and addresses of the managing members are:

Philip K. Clark
9951 Atlantic Blvd.
Suite #118
Jacksonville, Florida 32225

Amicia D. Clark
9951 Atlantic Blvd.
Suite #118
Jacksonville, Florida 32225

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ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of any admission shall be unanimously agreed upon in writing by the members. No additional members shall be admitted unless all members unanimously agree to the specific terms and conditions of the admission.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Limited Liability Company 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 Limited Liability Company shall be:

The remaining members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member on

the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company unless:

A. 100% of the remaining members vote to dissolve the limited liability company, or

B. The number of remaining members of the limited liability company shall be reduced to one.


Philip K. Clark, Member

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

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

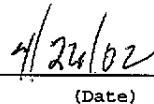
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is NORTHEAST FLORIDA HOMES, LLC
2. The name and address of the registered agent and office is:

Scott W. Fallar
8777 San Jose Boulevard
Building A, Suite 200
Jacksonville, Florida 32217

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.


(Signature)


(Date)

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