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LIMITED LIABILITY COMPANY

EAST HILL APARTMENTS, LLC

Name	
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**ARTICLES OF ORGANIZATION
OF
EAST HILL APARTMENTS, LLC**

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company")

EAST HILL APARTMENTS, LLC

ARTICLE II — Address:

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

4771 Bayou Boulevard, No. 159
Pensacola, Florida 32501

ARTICLE III — Duration:

The period of duration for the Company shall be: Perpetual subject to Article VII hereof.

ARTICLE IV — Management:

The Company is to be managed by the members and the name and address of the initial Managing Member is:

Keeper Properties and Management, Inc.
4771 Bayou Boulevard, No. 159
Pensacola, Florida 32501

ARTICLE V — Registered Agent:

The name of the company's initial registered agent in Florida is Stephen R. Moorhead. The address of the company's initial registered office in Florida is 4300 Bayou Blvd., Suite 13, Pensacola, Florida 32503.

ARTICLE VI — Admission of Additional Members:

Members of the company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of membership unit holder(s), and the membership unit holders shall determine the amount and nature of contributions by new members at the time the new members are admitted.

Steven R. Moorhead
FL Bar No. 613339
McDonald, Fleming, Moorhead, et al.
4300 Bayou Blvd., Suite 13
Pensacola, FL 32503-2671
Telephone: (850) 477-0660
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ARTICLE VII — Members' Rights to Continue Business:

The right, if given, of the remaining member(s) 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 member(s) 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 limited liability company only upon the vote of a majority in interest of the remaining members.

ARTICLE VIII — Agency Authority of Members:

Subject to the provisions of the operating agreement of the company, members of the company shall have authority as prescribed by Section 608.4235 of the Florida Limited Liability Company Act.

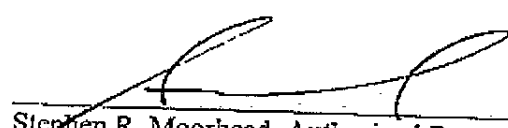
ARTICLE IX — Limited Liability:

Pursuant to Sections 608.4227 and 608.4228 of the Florida Limited Liability Company Act, the members shall not be personally liable for any debt, obligation, or liability of the Company regardless of whether the company or its members observe the usual company formalities or requirements relating to the exercise of its Company powers or management.

ARTICLE X — Additional Provisions:

The power to adopt, alter, amend, or repeal the regulations of the company is vested entirely in the member listed in Article IV of these Articles of Organization as may be amended from time to time.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 4th day of June, 2002


Stephen R. Moorhead, Authorized Representative
of Keeper Properties and Management, Inc.

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

OF

EAST HILL APARTMENTS, LLC

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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 **EAST HILL APARTMENTS, LLC.**

(2) The name and address of the registered agent and office is: **STEPHEN R. MOORHEAD, 4300 Bayou Boulevard, Suite 13, Pensacola, FL 32503.**

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: June 4, 2002


STEPHEN R. MOORHEAD