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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZAKIS, A.
Account Number : 076077001702
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LIMITED LIABILITY COMPANY

Grand Oaks Village II, LLC

| | |
|-----------------------|----------|
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TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
GRAND OAKS VILLAGE II, LLC**

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02 JUN 21 PM 3:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is Grand Oaks Village II, LLC (the "Company")

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 425 West Colonial Drive, Suite 201, Orlando, Florida 32804.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The name of the registered agent of the Company at that address is Dean Mead Services, LLC.

ARTICLE IV - MANAGEMENT

The Company is to be a manager-managed company. The name and address of the initial manager are:

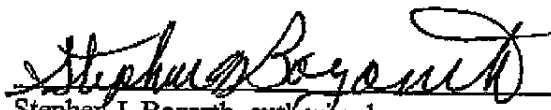
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| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Paul L. Curtis | 425 W. Colonial Drive, Suite 201 Orlando, Florida 32804 |

ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the Company, shall be as of the date of filing of these Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned authorized member-representative has made and subscribed these Articles of Organization this 21st day of June, 2002.


Stephen J. Bozarth, authorized
member-representative

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above mentioned Company, at the place designated in the foregoing Articles of Organization, the undersigned hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent. The undersigned is familiar with, and accepts the duties and obligations of, Section 608.415 of the Florida Statutes.

DEAN MEAD SERVICES, LLC
By: Dean, Mead, Egerton, Bloodworth, Capouano
& Bozarth, P.A., as Sole Member

By: 
Stephen J. Bozarth, Vice President

Date: June 21, 2002