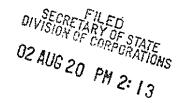
			
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CR2F031(7/97)			Examiner's Initials

J. BRYAN AUG 2 0 2002

ARTICLES OF ORGANIZATION OF



TRAILWINDS APARTMENTS, LLC

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE L- NAME

The name of this Limited Liability Company is TRAILWINDS APARTMENTS, LLC.

<u> ARTICLE II - MAILING ADDRESS</u>

The mailing address and street address of the principal office of TRAILWINDS APARTMENTS, LLC, is 36120 Huff Road, Eustis, FL 32736.

ARTICLE III - DURATION

The period of duration for TRAILWINDS APARTMENTS, LLC shall be perpetual from the date of filing these Articles with the Department of the State, except for the limitations set out in Florida Statutes Section 608.441.

ARTICLE IV - REGISTERED AGENT & OFFICE

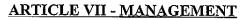
The name of the initial registered agent is JOSIAH JONES. The street address of the initial registered agent is 36120 Huff Road, Eustis, FL 32736.

ARTICLE V - ADDITIONAL MEMBERS

Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE VI - TERMINATION OF MEMBERSHIP

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in TRAILWINDS APARTMENTS, LLC, the remaining members may, by unanimous agreement, continue the business of TRAILWINDS APARTMENTS, LLC.





ARTICLE VII - MANAGEMENT

ARTICLE VII - MANAGEMENT

TRAILWINDS APARTMENTS, LLC is to be managed by a manager and the name and 2: 13 address of the individual who will serve as the manager is:

JOSIAH JONES		
36120 Huff Road,	Eustis, FL	32736

This initial manager shall serve until a successor manager(s) is qualified and elected as prescribed by and provided in the regulations of the Company. The manager shall also hold the office and have the responsibilities accorded to him/her by the members set out in the regulations of the Company.

ARTICLE VIII - REGULATIONS

The members shall have the power to adopt, alter, amend, or repeal regulations of TRAILWINDS APARTMENTS, LLC.

The undersigned executed these Articles of Organization on August 15, 2002.

JOSIAH

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE FOR TRAILWINDS APARTMENTS, LLC



PURSUANT TO THE PROVISIONS OF FLORIDA STATUTES SECTION 608.415, 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 TRAILWINDS APARTMENTS,
 - 2. The name and address of the registered agent and office is as follows:

JOSIAH JONES 36120 Huff Road, Eustis, FL 32736

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.

JOSIAH JONES

08 16 02 Date