

L 02000007568

October 11, 2002

VIA OVERNIGHT MAIL
(850-245-6051)

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee FL 32399

Re: Baldwin Park Village I, L.L.C.
Baldwin Park Village II, L.L.C.
Baldwin Park Village III, L.L.C.

700008412167--5
-10/16/02--01098--002
***160.00 ***160.00


Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization for the two (3) above referenced new L.L.C. filings, along with two (3) checks payable to the Florida Department of State each in the amount of \$160.00. These checks include the fee for a Certificate of Good Standing for each.

Please file the enclosed articles and return them to me as soon as possible through the enclosed return Federal Express package provided for your convenience.

Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,


Debra Rogers
Paralegal
7505 W Sand Lake Road
Orlando FL 32819
(407) 999-9965

10/18

Enclosures

EFFECTIVE DATE
10/15/02

www.unicorpdevelopment.com

\\SERVER\\DATA\\LEGAL\\LLC FILING\\Dept of State Filing.doc

7505 W. Sand Lake Road ♦ Orlando, Florida 32819
OFFICE 407.999.9985 FAX 407.999.9961

**ARTICLES OF ORGANIZATION
OF
BALDWIN PARK VILLAGE II, L.L.C.**

ARTICLE I

NAME

The name of this limited liability company (the "Company") is **BALDWIN PARK VILLAGE II, L.L.C.** and its mailing address is 7505 W Sand Lake Road, Orlando, FL 32819, and the principal place of business of the Company shall be located at 7505 W Sand Lake Road, Orlando, FL 32819.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Company shall commence existence on the date of signing these articles of organization and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, with such limitations as may be set forth in the Company Operating Agreement from time to time.

EFFECTIVE DATE
10/15/02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 16 AM 8:18

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 7505 W Sand Lake Road, Orlando, FL 32819, and the initial registered agent of this Company at that address shall be **CHARLES WHITTALL**. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of organization.

ARTICLE V

MANAGEMENT

The management or conduct of the business and affairs of the Company is reserved to the members, and the name and street address of the initial members are:

Charles Whittall
7505 W Sand Lake Road
Orlando, FL 32819

Lee J. Maher
7505 W Sand Lake Road
Orlando, FL 32819

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 16 AM 8:18

ARTICLE VI

OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as are set forth in the Operating Agreement of the Company.

ARTICLE VIII

DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,

DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business of the Company as provided in the Operating Agreement of the Company.

ARTICLE IX

AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE X

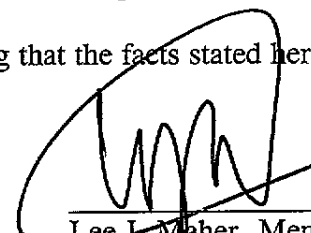
HEADINGS AND CAPTIONS

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of organization declaring and certifying that the facts stated herein are true, this ____ day of October, 2002.



Charles Whittall, Member



Lee J. Maher, Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 16 AM 8:18

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

BALDWIN PARK VILLAGE II, L.L.C. (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **Charles Whittall** as its Registered Agent to accept service of process within the State of Florida with its registered office located at 7505 W Sand Lake Road, Orlando, FL 32819.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 15th day of October, 2002



Charles Whittall
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 16 AM 8:18