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SECRETARY OF STATE
ALLAHASSEF FISIALE

JAMES S. FOX

ATTORNEY AT LAW 702 EAST MICHIGAN

MOUNT PLEASANT, MICHIGAN 48858

TELEPHONE (989) 773-3460 FAX (989) 772-0692 New e-mail address jfox73@aol.com

October 23, 2002

Florida Department of State Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 02 NOV -4 AM 10: 52
SECRETARY OF STATE
TALLIAH ASSEE, FLORID.

RE: Mill Brook Water, LLC

Dear Madam/Sir;

Enclosed please find proposed Articles of Organization for MILL BROOK WATER, LLC, together with a check in the amount of \$125.00 to cover the filing fee and the Designation of Registered Agent.

We would appreciate the filing of said Articles at your earliest convenience if they meet with your approval.

Please let us know if there are any problems in regard to same.

Thanking you in advance, I remain

Very truly yours,

Enclosures

JSF/pke

ARTICLES OF ORGANIZATION

FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

ARTICLE II - Address:

The name of the Limited Liability Company is:

MILL BROOK WATER, LLC

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

33202 Fairway Road Leesburg, Florida 34788

ARTICLE III - Registered Agent, Registered Office and Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Gerald K. Christensen 33202 Fairway Road Leesburg, Florida 34788

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 as provided for in Chapter 608, F.S.

Gerald K. Christensen, Registered Agent

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

Gerald K. Christensen

Gregory D Styles

Wesley W Merrill

S. William Spencer

James S. Fox