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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

NEW SOUTH AT LONGBRANCH, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

STATE OF FLORIDA
TALLAHASSEE

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ARTICLES OF ORGANIZATION
OF
NEW SOUTH AT LONGBRANCH, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be: **NEW SOUTH AT LONGBRANCH, LLC**

ARTICLE II
ADDRESS AND PLACE OF BUSINESS

The mailing address for the Company's principal office is P.O. Box 335, Grand Junction, MI 49056. The street address of the Company is 2175 62nd Street North, Clearwater, Florida 33760.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act").

{TP078426;1}
Robert S. Williams, Esq.
Akerman Senterfist
100 S. Ashley Dr., Ste. 1500
Tampa, FL 33602
Tel No.: (813) 223-7333
Fax No: (813) 223-2837

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**ARTICLES OF ORGANIZATION
OF NEW SOUTH AT LONGBRANCH, LLC
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**ARTICLE V
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members, and, except as otherwise provided in the operating agreement of the Company, if any (the "Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the members.

**ARTICLE VI
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in the Operating Agreement or other agreement adopted by the members.

**ARTICLE VII
OPERATING AGREEMENT**

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

**ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT**


The street address of the Company's initial registered office in Florida is c/o Stephenson & Moore, 2753 State Road 580, Suite 101, Clearwater, Florida 33761, and the name of its initial registered agent is James Kenneth Stephenson. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

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OF NEW SOUTH AT LONGBRANCH, LLC
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**ARTICLE IX
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of **NEW SOUTH AT LONGBRANCH, LLC**. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 14th day of November, 2002.



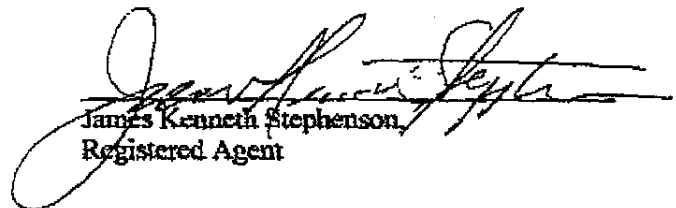
Robert S. Williams,
Authorized Representative

**ARTICLES OF ORGANIZATION
OF NEW SOUTH AT LONGBRANCH, LLC
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of NEW SOUTH AT LONGBRANCH, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 14th day of November, 2002.


James Kenneth Stephenson
Registered Agent