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DIVISION OF CORPORAL

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P.O. Box 4009 Sarasota, Florida 34230 941 366-0660

LLC TRANSMITTAL:

Date: April 9, 2003

Re: Esprit Partners Real Estate, LLC

Enclosed are the original and copy of proposed articles of organization with our check for your fees computed as:

Filing fee \$ 125.00 Certified Copy \$ 30.00

Please certify the copy and return it to us.

Division of Corporations Department of State P.O. Box 6327 Tallahassee, Florida 32314 SECRETARY OF STATE DIVISION OF CORPORATIONS

HPT/jam

ESPRIT PARTNERS REAL ESTATE LLC ARTICLES OF ORGANIZATION

BY THESE ARTICLES the undersigned member forms a limited liability company under Florida law:

- 1. NAME. The name of this limited liability company is ESPRIT PARTNERS REAL ESTATE LLC.
- 2. ADDRESS. The mailing address of the principal office of the company is 7680 Matoaka Road, Sarasota, Florida 34243 and the street address is the same.
- 3. REGISTERED AGENT. The name of the initial registered agent is Philip W. Nace, Jr. The agent's address is 7680 Matoaka Road, Sarasota, Florida 34243.
- 4. MANAGEMENT. The company is to be a manager managed company. The members reserve the right to change managers from time to time.
- 5. OPERATING AGREEMENT. The power to adopt, alter, amend or repeal the operating agreement of the company shall be vested in the members of the company.

DATED on April 9, 2003.

Philip W. Nace, Jr

HAVING BEEN NAMED as registered agent and to accept service of process for the above named limited liability company at 7680 Matoaka Road, Sarasota, Florida 34243, I hereby accept the appointment of registered agent and agree to act in this capacity. I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

Philip W. Nace,