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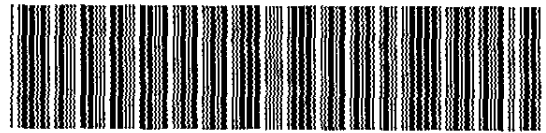
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 206931
AUTHORIZATION : *Patricia Pignatelli*
COST LIMIT : [REDACTED]

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ORDER DATE : August 15, 2003
ORDER TIME : 10:19 AM
ORDER NO. : 206931-005
CUSTOMER NO: 81442A

CUSTOMER: Charles H. Ball, Esq
McDaniel & Ball, PA
1444 First Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: 637 NORTON STREET, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

637 NORTON STREET, LLC

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

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1. Name. The name of the limited liability company is:
637 NORTON STREET, LLC.
2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. Address of Principle Office. The address of the registered office of the limited liability company is:
2760 STICKNEY POINT ROAD, SARASOTA, FLORIDA.
4. Term. Term of this LLC shall be perpetual.
5. Members at Time of Formation. There will be at least two members at the time the limited liability company is formed.
6. Period of Duration. The period of duration shall be perpetual.
7. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Member:

**WILLIAM R. DOOLEY
2760 STICKNEY POINT ROAD
SARASOTA, FLORIDA**

8. Additional Members. The names and addresses of additional members(s) are as follows:

KENNETH D. SMITH	2760 STICKNEY POINT ROAD SARASOTA, FLORIDA 34231
HOMES OF DISTINCTION, LLC	2760 STICKNEY POINT ROAD SARASOTA, FLORIDA 34231
MAURICE OPSTAL	2760 STICKNEY POINT ROAD SARASOTA, FLORIDA 34231
TOM SCHIESSLE	2760 STICKNEY POINT ROAD SARASOTA, FLORIDA 34231
MICHAEL BRUNER	2760 STICKNEY POINT ROAD SARASOTA, FLORIDA 34231
WENDY MACK	2760 STICKNEY POINT ROAD SARASOTA, FLORIDA 34231
JOSEPH VISLAY	2760 STICKNEY POINT ROAD SARASOTA, FLORIDA 34231

9. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10. Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company

11. Affidavit of Membership and Contribution. The undersigned member or authorized representative of a member of 637 NORTON STREET, LLC certifies:

a.) The above named limited liability company has at least one (1) member;

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b.) The total amount of share by each member(s) is

WILLIAM R. DOOLEY	20.7%
KENNETH D. SMITH	20.7%
HOMES OF DISTINCTION, LLC	10.0%
MAURICE OPSTAL	10.8%
TOM SCHIESSLE	10.8%
MICHAEL BRUNER	9.0%
WENDY MACK	9.0%
JOSEPH VISLAY	9.0%

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William R Dooley

 WILLIAM R. DOOLEY
 Managing Member

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

STATE OF FLORIDA *
 COUNTY OF SARASOTA *

SWORN TO AND SUBSCRIBED before me on August 14, 2003, by William R. Dooley as Managing Member of 637 Norton Street, LLC, a Limited Liability Company, who is personally known to me or who has produced a Florida Driver's License as identification.

Notary Public:

Charles H. Ball

Notary Public
 State of Florida at Large
 My Commission Expires:

(Notarial Seal)



Charles H. Ball
 MY COMMISSION # CC961190 EXPIRES
 October 18, 2004
 BONDED TRUST TROY FAIR INSURANCE, INC

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

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Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is:
637 NORTON STREET, LLC

2. Registered Office. The address of the registered office of the limited liability company is: 2760 STICKNEY POINT ROAD, SARASOTA, FLORIDA 34231.

3. Registered Agent. WILLIAM R. DOOLEY, is appointed, and by his signature below accepts appointment, to act as the Registered agent of 637 NORTON STREET, LLC.

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.



WILLIAM R. DOOLEY