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ARTICLES OF ORGANIZATION

OF

EMERALD GREENS AT CARROLLWOOD, LLC

The undersigned, desiring to form a limited liability company under the provisions of Florida Statute 608, as amended, hereby sets forth the following:

ARTICLE I Name

The name of the Limited Liability Company is **EMERALD GREENS AT CARROLLWOOD**, LLC (hereinafter referred to as the "Limited Liability Company")

ARTICLE II Principal Office and Mailing Address

The principal place of business and mailing address of this Limited Liability Company shall be 4422 N. Church Ave, Suite J, Tampa, FL 33614.

ARTICLE IV Registered Office and Agent

The address of the initial registered office of the Limited Liability Company is located at 696 First Avenue North, Suite 201, St. Petersburg, Florida 33701. The initial registered agent is Rick W. Sadorf, Esquire, whose business address is the same as the address of the initial registered office.

ARTICLE V Management

Management By Managers. The Limited Liability Company shall be managed by one or more Managers, who need not be members, whose identities and terms of office shall be set forth in the written Operating Agreement of the Limited Liability Company.

ARTICLE V Organizer

Rick W. Sadorf, Esq., 696 1st Avenue North, Suite 201, St. Petersburg, FL 33701, an authorized representative of a Member, is the Organizer of this Limited Liability Company.

Articles of Organization EMERALD GREENS AT CARROLLWOOD, LLC Page No.: 2

ARTICLE VI Written Operating Agreement

Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

Dated: August 25, 2003.

Rick W. Sadorf, Esq.

Organizer

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing Articles of Organization were acknowledged before me this day of August, 2003, by Rick W. Sadorf, who is personally known or produced as identification.

Sendra L McFather

+ Day + My Commission CC890490

Expires November 28, 2003

Notary Public, State of Florida

My Commission Expires: 11-08-03

Articles of Organization EMERALD GREENS AT CARROLLWOOD, LLC Page No.: 3

CERTIFICATE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for EMERALD GREENS AT CARROLLWOOD, LLC is familiar with and accepts the obligations of a registered agent as provided for in the Act and hereby agrees to act in such capacity, and further agrees to comply with the provisions of the Florida statutes relative to the proper and complete performance of all of his duties hereunder.

Dated: August 25, 2003.

Rick W. Sadorf, Esq.