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From:

Account Name : BARNES WALKER, CHARTERED
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Phone : (941) 741-8224
Fax Number : (941) 708-3225

LIMITED LIABILITY COMPANY
HOME ACRES, LLC

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**ARTICLES OF ORGANIZATION
OF
HOMES ACRES, LLC**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is HOME ACRES, LLC.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 11653 8th Avenue Circle East, Bradenton, Florida 34212.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is VICTOR G. SANTIAGO, ESQ., The address of the Company's registered office in Florida is c/o Barnes Walker, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V
Management**

A. The Company is to be managed by Managers who will generally serve from annual meeting to annual meeting of the Members or until a replacement is qualified and elected. The initial Managers, however, shall serve until the organizational meeting of the Company and are identified as follows:

BARRY E. BASS, whose address is 11653 8th Avenue Circle East, Bradenton, Florida 34212.

LESLIE C. BASS whose address 11653 8th Avenue Circle East, Bradenton, Florida 34212.

B. Each Manager, without the consent of the other, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and

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affairs described in Florida Statutes Section 608.404, as from time to time amended, including, but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

1. Without having first obtained the prior written consent of all the Members, the Managers shall not cause or permit the Company to:

a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;

b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or Regulations, or;

c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;

d. Hire, terminate, or modify the terms of employment of any Manager, or;

e. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

f. Invest in the debt or equity of any other person or entity, or;

g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

2. Without having first obtained the prior written consent of all of the Members, amend these Articles or the Operating Agreement of the Company to:

a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Members, or;

b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Managers, or;

c. Modify the duration of this Company, or;

d. Affect the rights or restrictions regarding the assignability of

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Member ownership interests, or;

- e. Amend this Article V, or;
- f. Dissolve or terminate the existence of this Company, or;
- g. Do or fail to do any act that is prohibited by a resolution of the

Members.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

ARTICLE VI Continuation of Business

A majority in interest of the remaining Members of the Company have the right to continue the 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 Company.

ARTICLE VII Profits and Losses Allocation

Profits and losses will be allocated to the Members in accordance with the Operating Agreement of the Company.

ARTICLE VIII Amendments

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Manager or the authorized representative of a Manager.

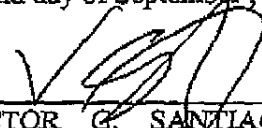
ARTICLE IX Commencement

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin its existence upon filing of these Articles of Organization with the Secretary of State.

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IN WITNESS WHEREOF, the undersigned authorized representative of a Member has executed these Articles of Organization on this 2nd day of September, 2003.


VICTOR G. SANTIAGO, ESQ., Authorized
Representative of BARRY E. BASS, Member

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SANTIAGO, VICTOR G.
FAX 703/200-1111

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is HOME ACRES, LLC.
2. The name and address of the registered agent and office is: VICTOR G. SANTIAGO, ESQ., c/o Barnes Walker, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 2, 2003



VICTOR G. SANTIAGO, ESQ., Registered Agent

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ALL INFORMATION CONTAINED
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DATE 09-02-2003 BY 60322