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(Requestor's Name)

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(City/State/Zip/Phone #)

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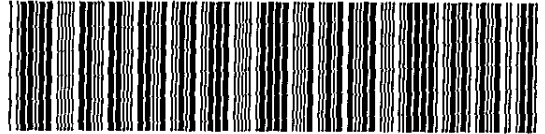
(Business Entity Name)

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Maltese Developments, Inc

September 5, 2003

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir/Madam:

Enclosed please find Articles of Organization for Rio Villa Lakes, L.L.C. along with a check for \$160.00 for the filing fee, Designation of Registered Agent, Certified copy and Certificate of Status.

Please call me if you have any questions. I can be reached at the office: 239-444-1444 or my cell: 239-273-8700.

Thank you.

Sincerely,

Ben J. Maltese
President

Enclosure

03 SEP - 8 AM 11:59
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
RIO VILLA LAKES, L.L.C.**

The undersigned, being the initial Member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be RIO VILLA LAKES, L.L.C.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be:
9696 Bonita Beach Road
Suite 210
Bonita Springs, FL 34135

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

EFFECTIVE DATE
9-8-03

The street address of the registered office and initial registered agent of the Company is MSM Land Investments, 9696 Bonita Beach Road, Suite 210, Bonita Springs, Florida 34135, and the name of the initial registered agent at such address is Ben Maltese.

**ARTICLE IV
ADMISSION OF MEMBERS**

The Member of the Company may admit new Members to the Company upon the prior written consent of all then-existing Members of the Company as provided in the Operating Agreement. Newly admitted Members shall have all of the rights and privileges of other Members of the Company to the extent provided in the Operating Agreement.

**ARTICLE V
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

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CLERK OF COURT
BONITA SPRINGS, FL

**ARTICLE VI
DURATION**

The Company's duration shall be perpetual, except as dissolution or termination may otherwise be provided for in the Operating Agreement.

**ARTICLE VII
MANAGEMENT**

The Company will be a member Managed Limited Liability Company. The initial number of Members of the Company shall be fifteen (15). The number of Members may be decreased or increased in accordance with terms of the Operating Agreement and Regulations. The name and business address of the Member who shall serve as the initial Member is:

Ben Maltese
9696 Bonita Beach Road
Suite 210
Bonita Springs, FL 34135

IN WITNESS WHEREOF, the undersigned, being an initial Member of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 5th day of September 2003.

Witness:

Margaret M. Ray
Printed Name: Margaret M. Ray

RIO VILLA LAKES, L.L.C.

By: Ben Maltese

Ben Maltese

Its: Member

Date: September 5, 2003

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12/10/03 SEP 5, 2003
FLORIDA

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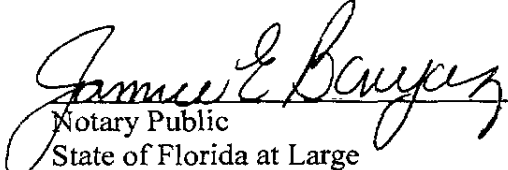
ACCEPTANCE BY REGISTERED AGENT

I, Ben Maltese, having been duly designated to act as registered agent and to accept service of process for RIO VILLA LAKES, L.L.C. a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.

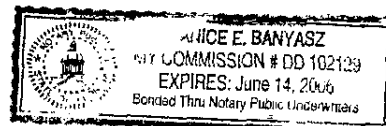

Ben Maltese

State of Florida
County of Lee

The foregoing instrument was acknowledged before me this 4 day of September, 2003 by Ben Maltese, who is personally known to me or has produced a Florida driver's license as identification.


Notary Public
State of Florida at Large
My Commission Expires:

(Notary Seal)



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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