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LYNCH, COX, GILMAN & MAHAN P.S.C.

**400 WEST MARKET STREET, SUITE 2200
LOUISVILLE, KENTUCKY 40202-3354
(502) 589-4215
Fax (502) 589-4994
E-mail: bmarshall@lcgandm.com**

ROBERT A. MARSHALL

**INDIANA OFFICE:
521 E. 7TH STREET
JEFFERSONVILLE, INDIANA 47130
TELEPHONE
(812) 283-7838**

September 22, 2003

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: Bender Residential Properties, L.L.C.

Dear Sir or Madam:

Enclosed for filing is an original and one copy of "Articles of Organization for Florida Limited Liability Company" for the entity referred to above, along with a check in the amount of \$125.00 to cover the filing fee. Please return a file-stamped copy to the undersigned in the enclosed, self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,

Robert A. Marshall

Robert A. Marshall

RAM/jc
Enclosures

c:\client\Bender\FL Secretary9-22-03

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BENDER RESIDENTIAL PROPERTIES, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

7940 Mandarin Drive

Boca Raton, FL 33433

Mailing Address:

7940 Mandarin Drive

Boca Raton, FL 33433

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Robert F. Bender, Sr.

Name

7940 Mandarin Drive

Florida street address (P.O. Box NOT acceptable)

Boca Raton FL 33433

City, State, and Zip

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 as provided for in Chapter 608, F.S.

X Robert F. Bender Sr.

Registered Agent's Signature

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(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Robert F. Bender, Sr.

7940 Mandarin Drive

Boca Raton, FL 33433

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

X Robert F. Bender, Sr.

Signature of a member or an authorized representative of a member.

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

Robert F. Bender, Sr.

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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