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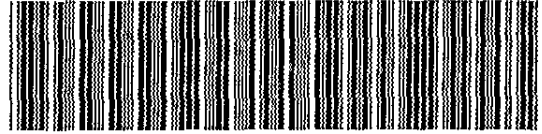
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TALLAHASSEE FLORIDA

LAW OFFICES
STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.
SUNTRUST FINANCIAL CENTRE - SUITE 2200
401 EAST JACKSON STREET
TAMPA, FLORIDA 33602

TELEPHONE (813) 223-4800
PINELLAS (813) 443-3772 • FAX (813) 222-5089
WWW.STEARNSWEAVER.COM

E. RICHARD ALHADEFF
MARK C. ALHADEFF
LOUISE JACOWITZ ALLEN
STUART D. AMES
ALEXANDER ANGUEIRA
CRISTINA M. AVELLO
LAWRENCE J. BAILIN
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ROBERT I. WEISSLER
PATRICIA G. WELLES
K. TAYLOR WHITE
MARTIN B. WOODS

OWEN S. FREED
SENIOR COUNSEL

GEORGE KOVAC
OF COUNSEL

DAVID M. SMITH
LAND USE CONSULTANT

MAILING ADDRESS:
POST OFFICE BOX 3299
TAMPA, FLORIDA 33601

MIAMI OFFICE:
MUSEUM TOWER
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

(805) 789-3200

FT. LAUDERDALE OFFICE:
200 EAST BROWARD BOULEVARD
SUITE 1900
FT. LAUDERDALE, FLORIDA 33301

(954) 482-9500

September 29, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: BFS Townhomes, LLC

Dear Sir or Madam:

Enclosed are the original of the Articles of Organization of BFS Townhomes, LLC, and Statement Designating Registered Agent and Office. Please have the enclosed filed with the Florida Secretary of State, Division of Corporations, and return a certified copy of record of same to the attention of the undersigned at the Tampa, Florida address referenced in the above letterhead.

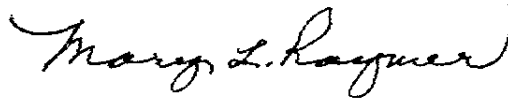
Also enclosed please find check no. 28917 in the amount of \$155.00 which represents payment of the following:

Filing Fee-Florida Articles of Organization	\$100.00
Registered Agent Designation	25.00
Certified Copy of Record	30.00
TOTAL	\$155.00

Florida Department of State
September 29, 2003
Page 2

Thank you for your assistance in this matter. Should you have any questions regarding the enclosed, please call me collect at (813)222-5030 rather than returning the unfiled Articles of Organization.

Sincerely,

A handwritten signature in cursive script that reads "Mary L. Raymer".

Mary L. Raymer
Legal Assistant

LJB:mr
Enclosures

ARTICLES OF ORGANIZATION OF
BFS TOWNHOMES, LLC,
a Florida limited liability company

The following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company (hereinafter referred to as the "Company").

ARTICLE I

NAME

The name of the Company shall be BFS TOWNHOMES, LLC.

ARTICLE II

PRINCIPAL OFFICE AND PLACE OF BUSINESS

The mailing address and street address of the principal office and place of business of the Company is 3009 Barcelona Street, Suite B, Tampa, Florida 33629.

ARTICLE III

MANAGEMENT

All powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed by, the Manager of the Company. The name and address of the Manager of the Company is as follows:

James F. Landers
3009 Barcelona Street, Suite B
Tampa, Florida 33629

ARTICLE IV

DURATION

The Company shall exist until December 31, 2025, unless it is earlier dissolved in a manner provided by law or as provided in the Operating Agreement adopted by the members.

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

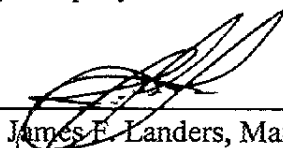
The address of the initial registered office of the Company is 401 East Jackson Street, Suite 2200, City of Tampa, County of Hillsborough, State of Florida, and the name of the Company's initial registered agent at that address is Lawrence J. Bailin.

The undersigned, being one of the original Members of the Company, certifies that this instrument constitutes the Articles of Organization of BFS TOWNHOMES, LLC.

Executed by the undersigned at Tampa, Florida, on September 29, 2003.

LandCraft Wolfe, LLC, a Florida limited liability company

By: _____


James F. Landers, Manager

STATEMENT DESIGNATING REGISTERED
AGENT AND OFFICE

State of Florida)
)ss
County of Hillsborough)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is BFS TOWNHOMES, LLC.

The name of the registered agent for BFS TOWNHOMES, LLC, is Lawrence J. Bailin and the street address and mailing address of the company's registered office where the registered agent is located is 401 East Jackson Street, Suite 2200, Tampa, Florida 33602..


This statement is to acknowledge that, as indicated above, BFS TOWNHOMES, LLC, has appointed me, Lawrence J. Bailin, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated September 29, 2003.

BFS TOWNHOMES, LLC,
a Florida limited liability company

LandCraft Wolfe, LLC, a Florida limited liability
company, as a Member of BFS TOWNHOMES, LLC

By: 
James F. Landers, Manager


Lawrence J. Bailin, as Registered Agent of BFS
TOWNHOMES, LLC

The foregoing instrument was acknowledged before me this 29 day of September, 2003, by James F. Landers, as Manager of LandCraft Wolfe, LLC, a Florida limited liability company, as member on behalf of BFS TOWNHOMES, LLC, a Florida limited liability company. He is personally known to me, ~~or has produced~~ as identification.

Mary L. Raymer
Printed Name: _____
Notary Public
Serial Number (if any): _____

My Commission Expires:

(NOTARY SEAL)



Mary L. Raymer
My Commission DD143232
Expires August 18, 2006

The foregoing instrument was acknowledged before me this 29 day of September, 2003, by LAWRENCE J. BAILIN, as Registered Agent of BFS TOWNHOMES, LLC, a Florida limited liability company. He is personally known to me.

Mary L. Raymer
Printed Name: _____
Notary Public
Serial Number (if any): _____

My Commission Expires:

(NOTARY SEAL)



Mary L. Raymer
My Commission DD143232
Expires August 18, 2006