

TRANSMITTAL LETTER

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TO: Registration Section
Division of Corporations

03 OCT 10 PM 4:1

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: PS AT LWR-SOUTH, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

BRADLEY DAVID FRANK
(Name of Person)

PS AT LWR-SOUTH, LLC
(Firm/Company)

4603 ESTRELLA STREET
(Address)

TAMPA, FL 33629
(City/State and Zip Code)

For further information concerning this matter, please call:

BRAD FRANK at (813) 287-1417
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
OF
PS AT LWR-SOUTH, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 – NAME

The name of the limited liability company shall be PS AT LWR-SOUTH, LLC, (hereinafter, “Company”)

ARTICLE 2 – ADDRESS

The address of the principal office of this Company is 4603 Estrella Street, Tampa, Florida, 33629 and the mailing address is the same.

ARTICLE 3 – EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 – DURATION

Subject to the provisions of Article 9, the Company’s existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 –PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in building and land development and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent is:

Bradley David Frank
4603 Estrella Street

Tampa, FL 33629

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ARTICLE 7 – ADMISSION OF NEW MEMBERS

COUNTY OF STATE
TALLAHASSEE, FLORIDA

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 9 – MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is /are

Operating Manager:	Sharon B. Frank
Vice Operating Manager:	Bradley D. Frank
Secretary:	Sharon. B. Frank
Treasurer:	Bradley D. Frank

whose addresses shall be the same as the principal office of the Company

ARTICLE 10 – INDEMNIFICATION

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to manger or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification

of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manger, officer partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manger, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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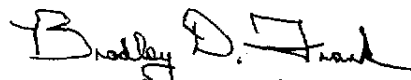
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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

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IN WITNESS THEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Tampa, Florida, for the foregoing uses and purposes, this 7TH day of October, 2003



Bradley D. Frank, Authorized
Representative of the Members

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

Bradley David Frank, having business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Article of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608 Florida Statutes and other applicable Florida Statutes.



Bradley Frank, Vice Operating Mgr

10-7-03

Date