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DIVISION OF CORPORATION

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 289792 9955A

AUTHORIZATION :

*Patricia Pizuto*

COST LIMIT : \$ 155.00

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TALLAHASSEE, FLORIDA

ORDER DATE : October 22, 2003

ORDER TIME : 10:13 AM

ORDER NO. : 289792-005

CUSTOMER NO: 9955A

CUSTOMER: Ms. Karolyn Sheekey  
Chiumento & Associates, P.a.

Suite B  
4 Old Kings Road North  
Palm Coast, FL 32137

DOMESTIC FILING

NAME: FLAGLER LIFESTYLE COMMUNITIES,  
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
FLAGLER LIFESTYLE COMMUNITIES, L.L.C.  
A Florida Limited Liability Company**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1**

The name of this Limited Liability Company is: **FLAGLER LIFESTYLE COMMUNITIES, L.L.C.**

**ARTICLE 2  
Duration**

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of the original articles of organization by the Department of State of the State of Florida.

**ARTICLE 3  
Principal Office and Registered Agent**

The street and mailing address of the principal office of the limited liability company is 7 Florida Park Drive, Suite F, Palm Coast, FL 32137. The name and address of the initial registered agent of the limited liability company is Michael D. Chiumento, III, 4 Old Kings Road North, Suite B, Palm Coast, FL 32137.

**ARTICLE 4  
Management**

The business of the Company shall be managed by a manager or managers and the name and address of such manager(s) are:

Nick Jebbia

P.O. Box 2027  
Flagler Beach, FL 32136

Brattlof Development Group, LLC

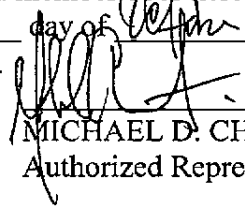
7 Florida Park Drive  
Suite F  
Palm Coast, FL 32137

**ARTICLE 5  
Admission of Additional Members**

No person may be admitted as an additional member without the prior written consent of the manager(s) as set forth in the Operating Agreement. If such person is admitted, he or she

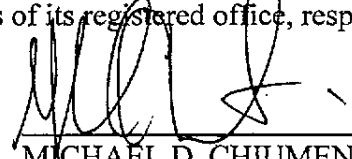
shall be subject to the obligations and limitations in the Operating Agreement of the limited liability company, as amended for the additional members.

IN WITNESS WHEREOF, the undersigned member does hereby execute and acknowledge these articles of organization this 21 day of April, 2003.

  
MICHAEL D. CHIUMENTO, III  
Authorized Representative of a Member

**CERTIFICATE DESIGNATING REGISTERED  
AGENT AND STREET ADDRESS FOR  
SERVICE OF PROCESS**

Pursuant to Section 608.415 Florida Statutes, Flagler Lifestyle Communities, L.L.C. hereby designates Michael D. Chiumento, III, 4 Old Kings Road North, Suite B, Palm Coast, FL 32137, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

  
MICHAEL D. CHIUMENTO, III  
Authorized Representative of a Member

**ACCEPTANCE OF DESIGNATION**

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of Flagler Lifestyle Communities, L.L.C. for service of process within the State of Florida.

  
MICHAEL D. CHIUMENTO, III