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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF ORGANIZATION FOR THE MEADOWS OF KEY WEST, LLC

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned hereby form a limited liability company ("LLC") under the Florida Limited Liability Company Act and hereby adopt the following Articles of Organization of the LLC:

ARTICLE 1. Name: The name of the Limited Liability Company is The Meadows of Key West, LLC.

ARTICLE 2. Address: The initial mailing address of the Limited Liability Company is 926 Truman Ave., Key West, FL 33040. The physical address shall be 1005 Seminary St., Key West, FL 33040.

ARTICLE 3. Registered Agent, Registered Office, & Registered Agent's Signature: The name and the Florida street address of the Registered Agent are:

Peter J. Kinsella 1005 Seminary St. Key West, FL 33040

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.

Peter J. Kinsella

ARTICLE 4. Management: The Limited Liability Company is to be managed by one or more members and is therefore a member-managed company. The name and address of each Managing Member is

MGRM

Peter J. Kinsella,

1005 Seminary St.,

Key West, FL 33040.

ARTICLE 5. Duration: The duration of the Company shall be fifty (50) years from the last day of the year in which these Articles of Organization are filed. The latest date on which the Company is to dissolve is December 31, 2053.

ARTICLE 6. Powers: The Company shall have all powers that may be held by limited liability companies under the laws of the State of Florida as they may be amended from time to time. The purpose for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Florida as they may be amended from time to time.

ARTICLE 7. Operating Agreement: The members shall enter into an Operating Agreement which relates to the business of the Company, the conduct of its affairs, its rights or powers and the rights or powers of its members, managers, officers, employees or agents.

IN WITNESS WHEREOF, we the undersigned members have set our hands on the date indicated below.

(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.)

Date: 10/30/03

Signature:

Peter J. Kinsella, Managing Member