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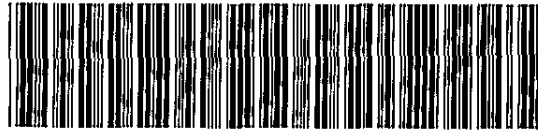
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 754284 81386A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 16, 2004

ORDER TIME : 10:53 AM

ORDER NO. : 754284-005

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq
Robert E. Aylward, Esq
Suite 100
600 S. Magnolia Avenue
Tampa, FL 33606

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TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: FOREST OAK RESERVE, LLC

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FOREST OAK RESERVE, LLC**

FOREST OAK RESERVE, LLC, a Florida limited liability company (the "Company"), hereby amends and restates in its entirety the Company's Articles of Organization originally filed with the Florida Secretary of State on November 21, 2003, in accordance with Section 608.411 of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Amended and Restated Articles of Organization.

ARTICLE 1
Name

The name of this Company is:

FOREST OAK RESERVE, LLC

ARTICLE 2
Purpose

The purposes of this Company are to engage in any lawful activities which may be carried on by a limited liability company under the Act.

ARTICLE 3
Principal Office

The mailing address and the street address of the principal office of this Company is: 201 North Franklin Street, Suite 2760, Tampa, Florida 33602.

ARTICLE 4
Duration

This Company shall exist for a period commencing as of the date on which the Company's original Articles of Organization were filed with the Florida Secretary of State and continuing indefinitely until dissolved and terminated in accordance with its Operating Agreement.

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ARTICLE 5
Registered Office and Agent

The street address of the registered office of this Company is: 600 S. Magnolia Ave., Suite 100, Tampa, Florida 33606; and the name of the registered agent of this Company at such address is: Robert E. Aylward.

ARTICLE 6
Operating Agreement

A Majority of the Members of this Company have the power to adopt, alter, amend, or repeal its Operating Agreement, which contain provisions for the regulation and management of the affairs and business of this Company.

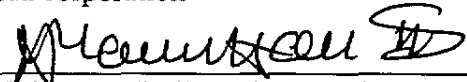
ARTICLE 7
Amendment

These Amended and Restated Articles of Organization may be amended by a vote of a Majority of the Members of this Company.

The undersigned, being the sole Member of this limited liability company, hereby certifies that the foregoing constitutes the Amended and Restated Articles of Organization of **FOREST OAK RESERVE, LLC**. In accordance with section 608.408(3), Florida Statutes, the execution of these Amended and Restated Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed by the undersigned as of the 2nd day of January, 2004.

HALL EQUITY CORPORATION, a
Florida corporation

By: 
H. Thomas Hall, III, its President

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **Robert E. Aylward**, having been named as registered agent to accept service of process for the above named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the registered agent.

Dated this 2nd day of January, 2004.



ROBERT E. AYLWARD

HALL/FORESTOAK.ARTORG.AMENDEDANDRESTATED