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STATE
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(Requestor's Name)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

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TALLAHASSEE, FLORIDA

SUBJECT: Hogtown Properties of Gainesville, 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:

B. Michael Kalin

(Name of Person)

Bel-Aire Commercial Construction, Inc.

(Firm/Company)

2300 Lee Road

(Address)

Winter Park, FL 32789

(City/State and Zip Code)

For further information concerning this matter, please call:

B. Michael Kalin

(Name of Person)

at (407) 644-0200

(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 FOR FLORIDA LIMITED LIABILITY COMPANY

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

Hogtown Properties of Gainesville, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

2300 Lee Road
Winter Park, FL 32789

Mailing Address:

2300 Lee Road
Winter Park, FL 32789

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Richard A. Dye

Name

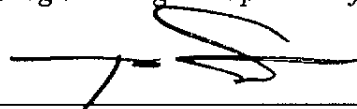
2300 Lee Road

Florida street address (P.O. Box **NOT** acceptable)

Winter Park FL 32789

City, State, and Zip

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..



Registered Agent's Signature

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Bel-Aire Commercial Construction, Inc.


2300 Lee Road

Winter Park, FL 32789

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(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.)

B. Michael Kalin, VP/CFO

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)