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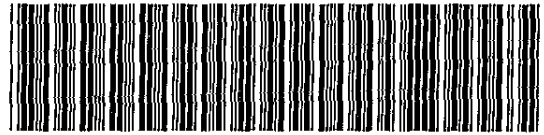
(Business Entity Name)

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ARTICLES OF ORGANIZATION

of RJ PROPERTIES GEMS 39, LLC , A Florida Limited Liability Company

1. Name: The name of the limited liability company is RJ PROPERTIES GEMS 39, LLC (sometimes hereinafter referred to as the "LLC").

2. Purpose: The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. Address of Principal Office: The address of the registered office of the limited liability company is 775 E. Merritt Island Causeway, Suite 320, Merritt Island, FL 32952; mailing address: 110 Oyster Place, Rockledge, Florida 32955 . The registered agent at that address is Jerry L. Jester, 775 E. Merritt Island Causeway, Suite 320, Merritt Island, Florida 32952.

4. Members at Time of Formation: The initial members are Ronald Faulisi and James Murfin.

5. Period of Duration: The period of duration of this LLC shall be perpetual.

6. Management: Management of the LLC at the time of formation is reserved for the initial members whose names and addresses are as follows: Ronald Faulisi and James Murfin, 110 Oyster Place, Rockledge, Florida.

7. Admission of New Members: With the written unanimous consent of the existing members, new members may be admitted into the LLC from time to time upon the payment of such capital contributions and upon such terms as the then existing members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon amount all of the existing members and the new member or members.

8. Members Right to Continue Business: Even in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which would terminate the continued membership of a member in the LLC as may be set forth in the Operating Agreement of the LLC, the remaining member or members of the LLC shall have the right to continue business.

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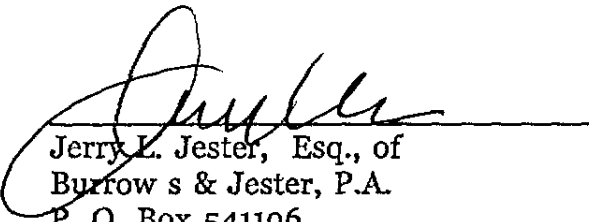
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9. Powers: The LLC shall have all powers authorized by Florida Statute 608.404 which includes, without limitation, the powers to acquire and convey real and personal property and to make contracts, execute and deliver deeds, leases, notes, mortgages, borrow money and secure its obligations.

10. Profits and Losses: Members shall share profits and losses of the LLC in the same percentages as their capital contributions bear to the total of contributed capital, or as may be set forth in the Operating Agreement signed by the members.

11. Regulations (Operating Agreement): Any Regulations (as defined in Section § 608.402 (24) of the Act), relating to this Limited Liability Company must be in writing and signed by all of the Members.

I hereby accept the appointment of registered agent for RJ PROPERTIES GEMS 39, LLC, and I state that I am familiar with, and accept, the obligations of that position as provided for in Chapter 608, Florida Statutes.



Jerry L. Jester, Esq., of
Burrow s & Jester, P.A.
P. O. Box 541196
Merritt Island, FL 32954-1196
(321) 453-2190
FL Bar #: 174100
Attorney for Ronald Faulisi and
James Murfin

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