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CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

712 S. OREGON_AVENUE TAMPA, FLORIDA 33606-2543

MICHAEL R. CAREY
DOUGLAS P. MANSON
E. ASHLEY MCRAE
RANDALL P. MUELLER
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DAVID M. PEARCE

DANIEL D. WHITAKER

-- TELEPHONE: 813-250-0577

Via UPS Next Day Air

FACSIMILE: 813-250-9898

December 9, 2003

Corporate Records Bureau
Division of Corporations
Florida Department of State

409 East Gaines Street Tallahassee, Florida 32399

Re: Brookwood Homes, LLC

To Whom It May Concern:

Enclosed for processing are two originals of Articles of Organization for Brookwood Homes, LLC. Please file one original and certify and return one to me.

Also enclosed is our firm check in the amount of \$130.00, to cover the following costs:

	_ Total	\$130.00
3.	Status Certificate	<u>5.00</u>
2	Designation of Registered Agent	25.00
1.	Filing fee	\$100.00

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Mancy Barnes, Paralegal

NRB/lm Enclosures

cc: Brookwood Homes, LLC

20-NRB-2257

03 DEC 10 PM 5: 14

ARTICLES OF ORGANIZATION OF BROOKWOOD HOMES, LLC

The undersigned hereby certifies that he is the authorized representative of the initial manager and member who has associated himself for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. He further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE 1 NAME AND ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Brookwood Homes, LLC, and its principal place of business and its mailing address shall be 4016 Henderson Boulevard, Tampa, State of Florida 33629 (Hillsborough County, FL).

ARTICLE 2 PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

- 1. To engage in any activity or business authorized under Florida Statutes.
- 2. To carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
- 3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
- 4. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.
- 5. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise

Organization of Brookwood Homes, LLC.

Executed by the undersigned at 712 South Oregon Avenue, Tampa, Florida on December 2003.

Name of Organizer/Authorized Representative of Initial Member: Daniel D. Whitaker

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

Before me personally appeared Daniel D. Whitaker, authorized on behalf of the initial member of the above limited liability company, who signed the above Articles of Organization as his free and voluntary act for the uses and purposes mentioned and set forth therein.

<u>_</u>----

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 9 day of December, 2003.



Print Name of Notary Nancy R. Barnes

Personally Known K

or Produced Identification

Type of Identification Produced

ACCEPTANCE OF REGISTERED AGENT / REGISTERED OFFICE

The undersigned, having been named in the Articles of Organization of Brookwood Homes, LLC, as registered agent and to accept service of process for this limited liability company at the place designated at Article 8, hereby accepts the appointment as registered agent and agrees to act in this capacity.

I further agree to comply with the provision 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 of the Company.

Name: Daniel D. Whitaker

Registered Agent

712 South Oregon Avenue
Tampa, Florida 33606-2543

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