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Division of Corporations

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850)385-6735
Fax Number : (954)641-4192

LIMITED LIABILITY COMPANY**ZUCKERMAN HOMES OF SOUTHWEST FLORIDA II, LLC**

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ARTICLES OF ORGANIZATION
OF

ZUCKERMAN HOMES OF SOUTHWEST FLORIDA II, LLC

ARTICLE I

NAME

The name of this limited liability company shall be:

ZUCKERMAN HOMES OF SOUTHWEST FLORIDA II, LLC

ARTICLE II

DURATION

The period of this limited liability company's duration shall be perpetual.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this limited liability
company shall be:

3111 University Drive, Suite 610
Coral Springs, Florida 33065

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is One East Broward Boulevard, Suite #1501, Fort Lauderdale, Florida 33301, and the initial registered agent of this limited liability company at that address is Peter M. Hodkin.

ARTICLE V

MANAGERS

This limited liability company shall be managed by Managers and shall have one Manager initially. The number of Managers may be increased or decreased from time to time but there shall never be less than one Manager. The name and address of the initial Manager of this limited liability company is:

Peter M. Hodkin	One E. Broward Boulevard, Suite #1501
	Ft. Lauderdale, FL 33301

ARTICLE VI

CONTINUATION OF BUSINESS

The remaining members of the limited liability company may continue the business on the death, retirement, resignation, expulsion, bankruptcy or

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dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VII

ADDITIONAL MEMBERS

The members may admit additional members to the limited liability company from time to time and the terms and conditions of admitting additional membership are set forth in an agreement among the members on file at the limited liability company's principal office.

ARTICLE IX

INDEMNIFICATION

The limited liability company shall indemnify any Manager or former Manager, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Organization this 24TH day of December, 2003.


PETER M. HODKIN

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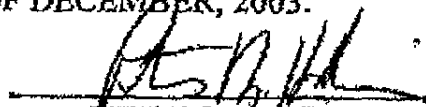
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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED IS FAMILIAR WITH THE OBLIGATIONS OF THAT POSITION AND HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 24TH DAY OF DECEMBER, 2003.


PETER M. HODKIN

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared PETER M. HODKIN known to me and known by me to be the person who, as Member, executed the foregoing Articles of Organization of ZUCKERMAN HOMES OF SOUTHWEST FLORIDA II,

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LLC and he acknowledged before me that he executed those Articles of Organization. He is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 24TH day of December, 2003.

Janet A. Robelen
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

JANET A. ROBELEN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00224010
EXPIRES 08/27/2007
BONDED THREE THOUSAND DOLLARS

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