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Certificates of Status \_\_\_\_\_

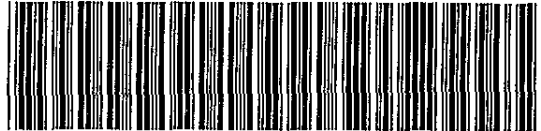
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December 17, 2003

**VIA UPS NEXT DAY AIR**

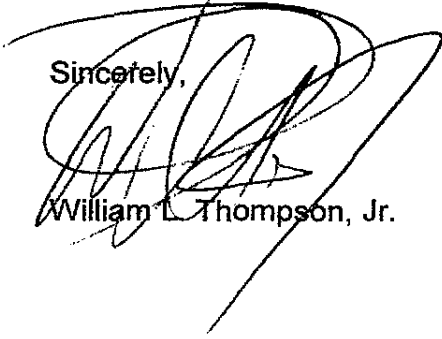
Florida Department of State  
Division Of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Aspen Real Estate Ventures, LLC**

I have enclosed for filing the ARTICLES OF ORGANIZATION of Aspen Real Estate Ventures, LLC. Please return a certified copy of the Articles to this office. I also have enclosed my firm check in the amount of \$155.00 representing the filing fee and the cost of a certified copy.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,



William L. Thompson, Jr.

WLT/cbm

Enclosures

**ARTICLES OF ORGANIZATION  
OF  
ASPEN REAL ESTATE VENTURES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be "Aspen Real Estate Ventures, LLC" (the "Company").

**ARTICLE II**

**DURATION**

The Company shall commence its existence on December 15, 2003. The Company's existence shall terminate on December 31, 2060, unless the Company is earlier dissolved as provided in this Articles of Organization.

**ARTICLE III**

**PURPOSES AND POWERS**

The purpose for which the Company is organized is transacting any and all lawful business for which a corporation may be organized under the laws of the State of Florida. The Company shall not commingle its assets with those of any other entity.

**ARTICLE IV**

**PRINCIPAL OFFICE**

The mailing and street address of the principal office of the Company is 428 Walnut Street, Green Cove Springs, FL 32043.

**FILED**  
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CLERK OF DISTRICT COURT  
TALLAHASSEE FLORIDA

## **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND AGENT**

The address of the registered office of the Company in the State of Florida is 428 Walnut Street, Green Cove Springs, FL 32043. The name of the registered agent of the Company at such address is Stephen J. DuVal.

## **ARTICLE VI**

### **CAPITAL CONTRIBUTIONS**

The capital contributions of a member of the Company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. A promise by a member to contribute to the capital of the Company shall not be enforceable unless it is set out in writing and signed by the member. The obligation of a member of the Company to make a contribution may be compromised only by the written consent of all other members of the Company. The Regulations of the Company may provide that the interest of any member of the Company who fails to make any contribution the member is obligated to make shall be subject to specified penalties for, or specified consequences of, such failure.

## **ARTICLE VII**

### **CONTINUATION OF BUSINESS**

The members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of a member in the Company upon the written consent of a majority in interest of remaining members. The regulations of the Company may provide for the automatic transfer to another member of a member's interest in the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of such member or the occurrence of any other event that terminates the continued membership of such member in the Company; and, upon such transfer, the transferee of such member's interest in the Company may constitute a member for purposes of determining the interest of the members of the Company.

## **ARTICLE VIII**

### **ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members and set forth in the regulations of the Company. A member may transfer his, her or its interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE IX**

### **MANAGEMENT**

The Company shall be managed by a manager. Any third party can rely on the authority of the manager to act on behalf of the Company without limitation unless such third party has actual knowledge to the contrary. The regulations may contain any provisions for the regulations and management of the affairs of the Company not inconsistent with law or this Articles of Organization. The name and address of the manager of the Company are:

Name

Address

Bruce A. Hartwig

P. O. Box 2655  
Ponte Vedra Beach, FL 32004

## **ARTICLE X**

### **MEMBER LIABILITY**

Members shall not be personally liable for the debts, obligations, or liabilities of the company.

## **ARTICLE XI**

### **REGULATIONS**

The members of the Company shall adopt regulations for the operation of the Company and define the rights and obligations of the members of the Company. The

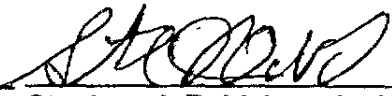
regulations shall be adopted by all then existing members of the Company, and all subsequent members of the Company shall be bound by and subject to the regulations. The regulations may be amended by a written agreement executed by a majority of the members of the Company, as set forth in the regulations.

## ARTICLE XII

### AMENDMENT

The members of the Company shall amend this Articles of Organization when there is a change in the name of the Company, there is a false or erroneous statement herein, there is a change in the time as stated in the Articles of Organization for the dissolution of the Company or the members desire to make a change in any other statement in this Articles of Organization in order for it to accurately represent the agreement between the members. If the Articles of Organization are amended to accurately represent the agreement between members, such amendment shall be adopted by a majority of the membership interest of the members of the Company based upon each member's pro rata share of profits and losses of the Company. The execution of an amendment to these Articles of Organization by the members of the Company shall be conclusive evidence that the amendment has been properly authorized by the members.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization of Aspen Real Estate Ventures, LLC, for the foregoing uses and purposes this 17<sup>th</sup> day of December, 2003.

  
\_\_\_\_\_  
Stephen J. DuVal, as Authorized  
Representative of Bruce A. Hartwig

STATE OF FLORIDA  
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 2003, by Stephen J. DuVal, as Authorized Representative of Bruce A. Hartwig, member of Aspen Real Estate Ventures, LLC, and as organizer of the above-named limited liability company. He [x] is personally known to me or [ ] has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

  
\_\_\_\_\_  
Name: William L. Thompson, Jr.

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
ASPEN REAL ESTATE VENTURES, LLC

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Aspen Real Estate Ventures, LLC, a limited liability company organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 428 Walnut Street, Green Cove Springs, FL 32043.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Green Cove Springs, Clay County, Florida, on this 17<sup>th</sup> day of December, 2003.

  
\_\_\_\_\_  
Stephen J. DuVal  
Registered Agent