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Division of Corporations

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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0363

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850)365-6735
Fax Number : (954)641-4192

EFFECTIVE DATE

1-7-04

LIMITED LIABILITY COMPANY

AMERICAN PROPERTIES OF NORTH CAROLINA, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$125.00 |

DIVISION OF CORPORATION

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File 600000 500

ARTICLES OF ORGANIZATION
OF
AMERICAN PROPERTIES OF NORTH CAROLINA, LLC

EFFECTIVE DATE

1-2-04

Article I
Name of Limited Liability Company

The name of this limited liability company is American Properties of North Carolina, LLC (the "Company"), with its principal place of business being located at 109 Commerce Street, Suite 1101, Lake Mary, Florida 32746, and mailing address is the same.

Article II
Duration

The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

Article III
Purpose

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

Article IV
Registered Agent and Office

The name of the initial registered agent of the Company is Philip P. Keidaish, Jr. The street address of the initial registered agent of the Company is 320 W. Sabal Palm Place, Suite 300, Longwood, Florida 32779.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article V
Additional Members

Additional members to the Company may be admitted, but only upon the unanimous consent of all current members.

Article VI
Termination of Membership

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

Article VII
Management of the Company

The management of the Company shall be by a Manager or Managers elected by the Members as provided in the Operating Agreement. The Company shall be managed in accordance with the Regulations and Operating Agreement adopted by the members. The name and address of the initial managers are:

Howard C. Barton

3551 West 1st Street
Sanford, Florida 32771

Robert G. Dello Russo

109 Commerce Street
Suite 1101
Lake Mary, Florida 32746

Article VIII
Regulations

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions of the regulation and management of the affairs of the Company.

Article IX
Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

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Article X
Transfer of Interest

No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring members shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

Article XI
Certificated Interests

The members' interests in the Company shall be evidenced by certificates.

Article XII
Contracting Debts

All contracting debts of the limited liability company require the approval of all managers.

The undersigned executed these Articles of Organization effective as of the 2nd day of January, 2004.

By: 
Philip F. Keidash, Jr.

As its: Authorized Representative

APPROVED
AND
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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 608.415 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: American Properties of North Carolina, LLC

109 Commerce Street
Suite 1101
Lake Mary, Florida 32746

2. The name and address of the registered agent and office is:

Philip F. Keidaish, Jr.

(Name)

320 W. Sabal Palm Place, Suite 300

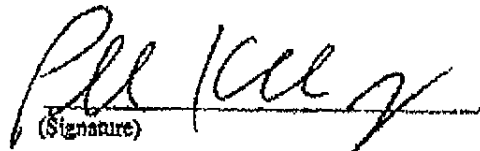
(P. O. Box not acceptable)

Longwood, Florida 32779

(City/State/Zip)

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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.


(Signature)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FLORIDA 32314.

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