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Reply to: Tallahassee Office

January 16, 2004

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

Via Hand Delivery

Re: Formation of Campus Walk Atlanta, LLC


Dear Division Personnel:

Enclosed for filing please find one original and two copies of the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the limited liability company listed above.

Please file the Articles and Certificate of Designation, certify one copy, and stamp one copy "Filed."

I have enclosed a check in the amount of \$160.00 for the filing and certification fees and for a certificate of status. Our messenger will pick up the certified and stamped copies after 11:00 a.m. on January 21, 2004.

Sincerely,



Nancy M. Burke

Enclosures

cc: Mr. Steven M. Leoni
John C. Lovett, Esq.

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**ARTICLES OF ORGANIZATION
OF
CAMPUS WALK ATLANTA, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

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TALLAHASSEE, FLORIDA

Article 1 – Name

The name of this limited liability company is CAMPUS WALK ATLANTA, LLC ("Company").

Article 2 – Duration

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of thirty (30) 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 remaining members pursuant to the Company's Operating Agreement.

Article 3 Mailing Address and Street Address

The Company's mailing address is P.O. Box 2535, Tallahassee, Florida 32316-2535. The Company's street address is 2020 West Pensacola Street, Suite 27, Tallahassee, Florida 32304.

Article 4 - Registered Agent and Office

The name of the initial registered agent of the Company is Nancy M. Burke, Esq. The street address of the initial registered agent of the company is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

Article 5 – Member and Additional Members

The initial members of the Company are:

Mr. Steven M. Leoni
2020 West Pensacola St., Suite 27
Tallahassee, Florida 32304

Mr. Peter Rosen
P.O. Box 15694
Tallahassee, Florida 32317

Mr. Michael Pagozalski
2222 Timberwood Cir N
Tallahassee FL 32304

Additional members to the company may be admitted, but only pursuant to the Company's Operating Agreement.

Article 6 – Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Operating Agreement.

Article 7 – Management of the Company

The management of the Company is reserved to the members. The following person will initially be the managing member:

Mr. Steven M. Leoni
2020 West Pensacola Street, Suite 27
Tallahassee, Florida 32304

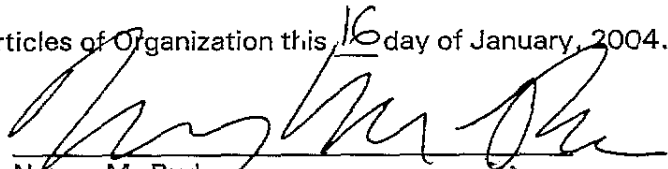
Article 8 – Operating Agreement

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 – Date of Existence of the Company

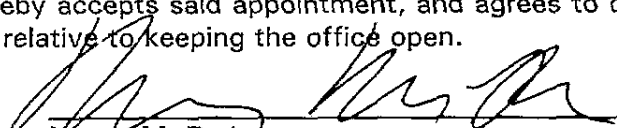
The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this 16 day of January, 2004.


Nancy M. Burke
Authorized Representative for the Members

CERTIFICATE OF DESIGNATION

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes relative to keeping the office open.


Nancy M. Burke