

JAN-21-2004 WED 04:03 PM FRESE NASH HANSEN

FAX NO. 3219513741

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Division of Corporations

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Account Name : FRESE, NASH & HANSEN, P.A.
Account Number : 120000000258
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LIMITED LIABILITY COMPANY

The Reserve at Three Forks Marsh, LLC

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**ARTICLES OF ORGANIZATION
OF
THE RESERVE AT THREE FORKS MARSH, LLC**

The undersigned person hereby adopts these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

ARTICLE I - NAME

The name of this limited liability company shall be The Reserve at Three Forks Marsh, LLC (the "Company").

ARTICLE II - DURATION

The Company shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III - PURPOSE

The purpose of the Company is to engage in any lawful business activity that is not prohibited with respect to a limited liability company organized according to the laws of the State of Florida.

ARTICLE IV - ADDRESS

The initial street and mailing address of the principal place of business of the Company is 432 S. Babcock Street, Melbourne, Florida 32901.

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ARTICLE V - REGISTERED AGENT

The initial address in Florida of the initial registered office of the Company is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of the Company at that address is Gary B. Frese.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted at such times and on such terms and conditions as all Members may agree as provided in the Operating Agreement of the Company.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining Member(s) of the Company may continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company upon agreement as provided in the Operating Agreement of the Company.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by its Members as provided for in the Operating Agreement of the Company.

ARTICLE IX - ADOPTION OF OPERATING AGREEMENT

The Members of the Company shall adopt the Operating Agreement which shall contain provisions for the management of the business and the regulation of the affairs of the Company that are not inconsistent with the Articles or the laws of the State of Florida.

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ARTICLE X - AMENDMENT

The Company shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 21st day of January, 2004.



Gary B. Frese, Authorized Representative

I hereby state that I am familiar with and accept the duties and responsibilities registered agent for said limited liability company.



Gary B. Frese, Registered Agent

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