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To:
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Fax Number : (850)205-0363

From:
Account Name : GRONEK & LATHAM, LLP
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LIMITED LIABILITY COMPANY

Windward Passage Developers, LLC

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**ARTICLES OF ORGANIZATION
OF**

WINDWARD PASSAGE DEVELOPERS, LLC

a Florida Limited Liability Company

The undersigned, being desirous of forming a limited liability company pursuant to Chapter 608, Florida Statutes, hereby certifies as follows:

1. Name of Limited Liability Company. The name of the limited liability company is **WINDWARD PASSAGE DEVELOPERS, LLC** a Florida limited liability company (the "Company").
2. Period of Duration. The period of duration for the Company shall be perpetual.
3. Principal Office. The mailing address shall be 10719 Boca Pointe Drive, Orlando, Florida 32836.
4. Agent for Service of Process; Address of Registered Agent. The initial registered agent of the Company for service of process shall be G&L Agent Services, Inc., 390 North Orange Avenue, Suite 600, Orlando, Florida 32801, Attention: President.
5. Right to Admit Additional Members. The Company shall have the right to admit additional members only with the consent of all members.
6. Member Management. The Company shall be manager managed.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Organization on this 22nd day of January, 2004 in his capacity as a manager of the Company.

By: 

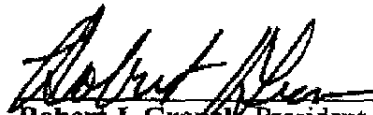
Robert J. Gronek, as Authorized
Representative of the Sole Manager

ACCEPTANCE OF APPOINTMENT

The undersigned, G&L Agent Services, Inc., hereby acknowledges and accepts its appointment as registered agent of **WINDWARD PASSAGE DEVELOPERS, LLC**, a Florida limited liability company (the "Company"), and agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act relative thereto. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 608 of the Florida Statutes.

Dated this 22nd day of January, 2004

G&L AGENT SERVICES, INC. a
Florida corporation


Robert J. Gronek, President

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