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TALLAHASSEE, FLORIDA

04 JAN 23 PM 3:49

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[Signature]

BARRY L. MILLER *
JOSEPH E. SEAGLE **

*** Admitted in the District of Columbia,
North Carolina, South Carolina, & Florida
* Admitted in Florida & Massachusetts*

LAW OFFICES OF
BARRY L. MILLER, P.A.

ATTORNEYS AT LAW
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Orlando, Florida 32801
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Telephone: (407) 423-1700
Facsimile: (407) 425-3753

January 21, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

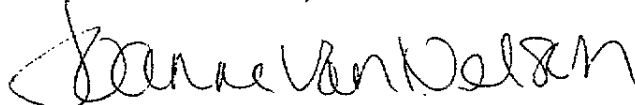
**RE: 653 Development, LLC; Buckeye Heights Development, LLC;
Campbell Cove Development, LLC**

Gentlemen:

Enclosed are three (3) Articles of Organization with one conformed copy regarding the above-referenced company. We also enclose our check in the amount of \$375.00 (\$125.00 each) for your filing fees. Please file these documents at your earliest convenience and return an acknowledgment to our office. If there are any questions or problems, please do not hesitate in contacting us. Until then, I remain,

Cordially Yours,

BARRY L. MILLER, P.A.



Joanne Van Nelson
Paralegal

Enclosures:/as noted/

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04 JAN 23 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
Buckeye Heights Development, LLC
A LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **Name.** The name of the limited liability company is Buckeye Heights Development, LLC.
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida.
3. **Address of Principle Office.** The address (mailing and street address) of the principal office of the limited liability company is 111 W. Robinson Street, Orlando, FL 32801
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.
6. **Period of Duration.** The period of duration shall be perpetual.
7. **Management.** Management of the Limited Liability Company at the time of formation shall be by manger(s) whose name(s) and address(es) are as follows:

Initial Members:
Anthony J. Nicholson, 111 W. Robinson Street, Orlando, FL 32801
Terry Hagen, 636 N. Rio Grande Avenue, Orlando, FL 32805
8. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into

the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10 **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue business on 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 limited liability company as further set forth in the Operating Agreement of the limited liability company



Anthony J. Nicholson
Member

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JAN 23 PM 3:49
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)



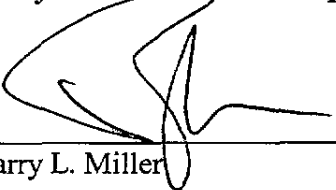
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

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04 JAN 23 PM 3:09
SECRETARY OF
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. **Name.** The name of the limited liability company is Buckeye Heights Development, LLC
2. **Registered Office.** The address of the registered office of the limited liability company is 11 N. Summerlin Ave., Orlando, FL 32801
3. **Registered Agent.** Barry L. Miller, is appointed, and by his signature below accepts appointment, to act as the Registered agent of Buckeye Heights Development, LLC

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.



Barry L. Miller