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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941)366-4800
Fax Number : (941)366-5109

LIMITED LIABILITY COMPANY

REM HOLDINGS, LLC

Certificate of Status	0
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Estimated Charge	\$155.00

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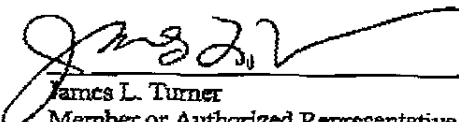
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**ARTICLES OF ORGANIZATION
OF
REM HOLDINGS, LLC**

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) and in accordance with F.S. § 608.407.

1. Name. The name of the Company is REM Holdings, LLC.
2. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 102 12th Avenue East, Riviera Dunes, Palmetto, Florida 34221.
3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is James L. Turner, 200 South Orange Avenue, Sarasota, Florida 34236.
4. Existence. In accordance with F.S. § 608.409, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.
5. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

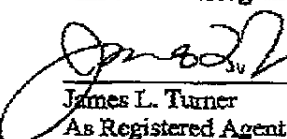
In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 12th day of February 2004 (the "Execution Date").


James L. Turner
Member or Authorized Representative

ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.


James L. Turner
As Registered Agent

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CLERK OF COURT
JAMES L. TURNER
MEMBER OR AUTHORIZED REPRESENTATIVE
JAMES L. TURNER
AS REGISTERED AGENT