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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Stephen L. Skipper

Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 2, 2004
~~February 24, 2004~~

Department of State
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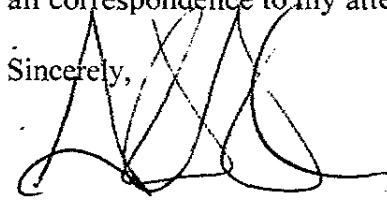
Gentlemen:

I am enclosing proposed Articles of Organization for filing. Please find our check in the amount of \$130.00 to cover the following items:

Filing Fee	\$100.00
Registered Agent Filing Fee	\$25.00
Certificate of Status	<u>\$5.00</u>
	\$130.00

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,



Stephen L. Skipper, Esq.

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ARTICLES OF ORGANIZATION

OF

Silver Tree Lending, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - Name

The name of the limited liability company shall be **Silver Tree Lending, LLC** (herein "Company").

ARTICLE II - Address of Company

The mailing address of the Company is 215 Celebration Place, Suite 500, Celebration, FL 34747 and the street address of the principal office of the Company is 215 Celebration Place, Suite 500, Celebration, FL 34747.

ARTICLE III - Initial Registered Office and Agent, and Agent's Signature

The name and street address of the initial registered agent of the Company is

Jennifer Profenno

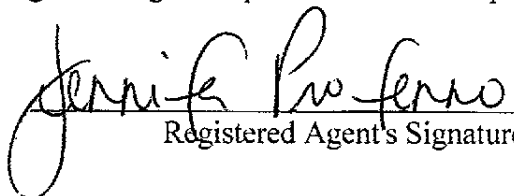
Name

215 Celebration Place, Suite 500, Celebration, FL 34747

Florida Street Address (P.O. Box note acceptable), City, State and Zip

The foregoing registered agent is an individual who resides in the State of Florida and whose business office is identical with the foregoing registered office.

Having been named as the 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 that 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 as provided for in Chapter 608, Fla. Stat.



Registered Agent's Signature

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ARTICLE IV - Managers

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Subject to the limitations set forth in the Operating Agreement, if any, the business and affairs of the Company shall be managed by one or more Managers appointed in accordance with the Operating Agreement of the Company, who may exercise all powers of the Company and perform or authorize the performance of all lawful acts which are not otherwise prohibited by law, the Operating Agreement or these Articles of Organization. All acts of the Managers within the scope of his/her/their authority shall be binding on the Company. The managers shall not be required to be a Member of the Company or residents of the State of Florida. The Company shall initially be managed by two (2) manager. The method of appointing, removing and replacing such managers shall be prescribed by the Operating Agreement. The number of managers may be increased or decreased from time to time by the Operating Agreement. The names and street addresses of the initial managers who shall hold office until the first annual meeting of Members or until their successors are elected or appointed and qualified are:

<u>Name</u>	<u>Address</u>
Jennifer Profenno	215 Celebration Place, Suite 500 Celebration, FL 34747
Christina Carracedo Miller	215 Celebration Place, Suite 500 Celebration, FL 34747

*ARTICLE V - Term of Existence
and Members Rights to Continue Business*

The Company shall commence its corporate existence on the date these Articles of Organization are filed by the Florida Department of State, and shall be perpetual thereafter until dissolved by the unanimous agreement of all Members. The death, bankruptcy or dissolution of a Member shall not cause the dissolution of the Company, and the business of the Company shall continue without the consent of any of the remaining Members.

ARTICLE VI - Purposes and Powers

The general purpose for which the Company is organized is to transact any and all lawful business which a limited liability company maybe be organized under the laws of the State of Florida and of the United States. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE VII - Amendment to Articles

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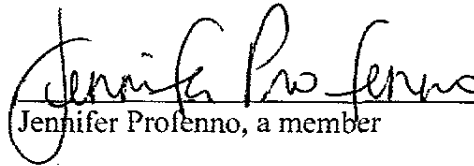
These Articles of Organization may only be amended by two thirds of the members by capital account.

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SECRETARY OF STATE
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.**

Dated this the 26th day of February, 2004.


Jennifer Profenno, a member