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To:

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

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813)229-7600
Fax Number : (813)229-1660

LIMITED LIABILITY COMPANY

Classic Townhomes Holdings, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
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**ARTICLES OF ORGANIZATION
CLASSIC TOWNHOMES HOLDINGS, LLC**

ARTICLE I – Name:

The name of the Limited Liability Company is CLASSIC TOWNHOMES HOLDINGS, LLC.

ARTICLE II – Address:

The street and mailing address of the principal office of the Limited Liability Company is:

6522 Gunn Highway
Tampa, Florida 33625

ARTICLE III – Registered Agent

The name of the initial registered agent of the Limited Liability Company and the street address of the initial registered office of the Limited Liability Company are as follows:

Delton Cunningham
6522 Gunn Highway
Tampa, Florida 33625

ARTICLE IV – Management:

The Limited Liability Company is to be managed by a board of managers.

ARTICLE V – Effective Date

Pursuant to Florida Statute Section 608.409(1), the Articles of Organization for the Limited Liability Company shall be effective as of March 17, 2004.



Signature of a member or an authorized representative of a member.

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

Paul R. Lynch
Typed or printed name of signee

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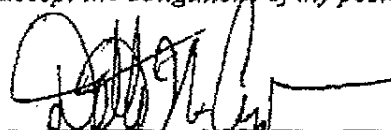
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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. The name of the limited liability company is CLASSIC TOWNHOMES HOLDINGS, LLC.
2. The name and the Florida street address of the registered agent are:

Delton N. Cunningham
6522 Gunn Highway
Tampa, Florida 33625

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.


Signature

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