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Division of Corporations
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From: **GAIL S. ANDRE**

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407)843-4600
Fax Number : (407)843-4444

PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF ORGANIZATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

LIMITED LIABILITY COMPANY**BARCLAY WOODS III, LLC**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
BARCLAY WOODS III, LLC**

ARTICLE I - NAME

The name of this limited liability company is BARCLAY WOODS III, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 1085 West Morse Boulevard, Winter Park, Florida 32789.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of the Company at that address is Patrick K. Rinka.

ARTICLE IV - MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

Patrick K. Rinka

Signature of a Member or an Authorized
Representative of a Member

Patrick K. Rinka

Typed or Printed Name of Signer

ACCEPTANCE OF REGISTERED AGENT

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 as provided for in Chapter 608, Florida Statutes.

Patrick K. Rinka

Patrick K. Rinka