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Florida Department of State
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

river ridge of north carolina, L.L.C.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION
FOR
RIVER RIDGE OF NORTH CAROLINA, L.L.C.

ARTICLE I

Name

The name of the Limited Liability Company is RIVER RIDGE OF NORTH CAROLINA, L.L.C.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is: 3333 S. Congress Avenue, Suite 300, Delray Beach, FL 33445.

ARTICLE III

Duration

This period of duration for the Limited Liability Company shall be: PERPETUAL.

ARTICLE IV

Purpose

This Limited Liability Company is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Limited Liability Company Act.

ARTICLE V

Registered Agent

The street address of the initial registered office of the Limited Liability Company shall be LISA I. GLASSMAN, P.A., 2627 NE 203rd Street, Suite 100, Aventura, FL 33180 and the name of the initial registered agent of the Limited Liability Company at that address is Lisa I. Glassman, Esq.

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ARTICLE VI

Management

The Limited Liability Company is to be managed by one (1) manager and the name and the address of the manager is:

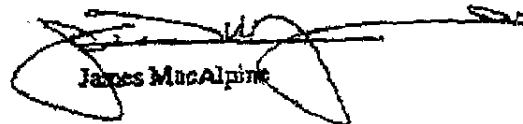
Regency Housing, LLC
3333 S. Congress Avenue, Suite 300
Delray Beach, FL 33445

ARTICLE VII

Effective Date

Pursuant to Florida Statute Section 608.409, the Limited Liability Company's existence shall be effective as of May 10, 2004 which is within five (5) business days prior to the date these Articles of Organization are filed with the Department of State.

The undersigned authorized representative of a member of RIVER RIDGE OF NORTH CAROLINA, L.L.C., hereby executes these articles of organization on this ____ day of May 2004.


James MacAlpine

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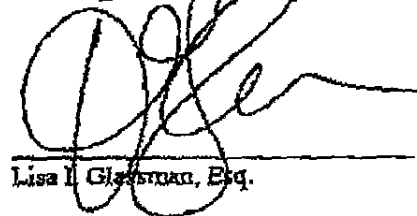
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO BE DESIGNATED A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is RIVER RIDGE OF NORTH
CAROLINA, L.L.C.
2. The name and the Florida street address of the registered agent and office are:

Lisa I. Glassman, Esq.
LISA I. GLASSMAN, P.A.,
2627 NE 203rd Street, Suite 100
Aventura, FL 33180

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, F.S.


Lisa I. Glassman, Esq.

EFFECTIVE DATE
5/10/04

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