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TALLAHASSEE, FLORIDA

DELOACH & PETERSON, P.A.
ATTORNEYS AT LAW

J. BOYD DELOACH
SID C. PETERSON II
PHILIP B. PETERSON

JAMES R. PROVENCHER
OF COUNSEL



418 CANAL STREET
POST OFFICE BOX 428
NEW SMYRNA BEACH, FL 32170
(386) 428-2464
FAX (386) 423-9967

May 7, 2004

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 East Gaines St
Tallahassee, Florida 32399

Re: River Shores Development, LLC

Dear Sirs:

Enclosed please find Articles of Organization, along with a copy of same concerning the above-referenced limited liability company. I have also enclosed this firm's check in the amount of \$125.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,

A handwritten signature in cursive script that reads "Chris".

CHRIS REMINGTON
(Secretary - Sid C. Peterson, Jr.)

/cmr
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
RIVER SHORES DEVELOPMENT, L.L.C.**

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 **RIVER SHORES DEVELOPMENT, L.L.C.** ("Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 2248 State Road 44, New Smyrna Beach, Florida 32168.

**ARTICLE III
DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida are:

DALE L. WILLIAMS
2248 State Road 44
New Smyrna Beach, Florida 32168

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ARTICLE V
MANAGEMENT

The Company shall be managed by a manger in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company are:

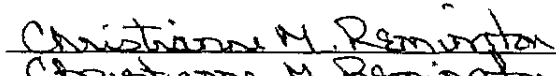
DALE L. WILLIAMS
148 Breezeway Court
New Smyrna Beach, Florida 32169

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at New Smyrna Beach, Volusia County, Florida, on May 7th, 2004.


DALE L. WILLIAMS

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TALLAHASSEE, FL
SECRETARY OF STATE

BEFORE ME, a Notary Public, personally appeared, **DALE L. WILLIAMS**, who is personally known to me who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to these Articles of Organization on this 7th day of May, 2004.


Christianne M. Remington

(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



Christianne M. Remington
MY COMMISSION # DD017658 EXPIRES
June 24, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

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

Under the provisions of F.S. 608.415, **RIVER SHORES DEVELOPMENT, L.L.C.**, 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 **RIVER SHORES DEVELOPMENT, L.L.C.**

2. The name and street address of the registered agent in Florida are:

DALE L. WILLIAMS
2248 State Road 44
New Smyrna Beach, Florida 32168

The undersigned, being the person named in the Articles of Organization of **RIVER SHORES DEVELOPMENT, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

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CLERK OF STATE
TALLAHASSEE, FLORIDA



DALE L. WILLIAMS, Registered Agent