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J. BRYAN MAY 25 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 682174 7143536

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : May 25, 2004

ORDER TIME : 11:0 AM

ORDER NO. : 682174-015

CUSTOMER NO: 7143536

CUSTOMER: Sheryl Edwards, Esq
Edwards & Sells, P.a.

Suite 720
1800 Second Street
Sarasota, FL 34236

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: AFFINITY HARTLEY, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION OF
AFFINITY HARTLEY, LLC**

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TALLAHASSEE, FLORIDA

The undersigned certifies that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **AFFINITY HARTLEY, LLC** and its principal office and mailing address are located at 60 Sarasota Center Boulevard, Sarasota, Florida 34240, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

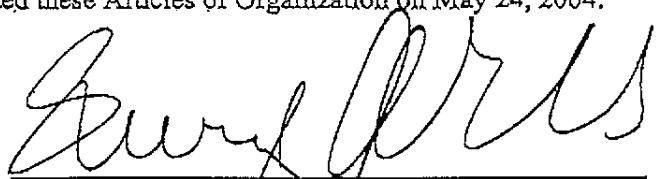
The address of the initial registered office of the limited liability company is 1800 Second Street, Suite 720, Sarasota, Florida 34236, and the name of the company's initial registered agent at that address is Sheryl A. Edwards, Esquire.

ARTICLE III

MANAGEMENT OF BUSINESS

The company will be member managed. The initial managing member will be Affinity Homes of Sarasota, LLC, 60 Sarasota Center Boulevard, Sarasota, Florida 34240 until the first annual meeting of the members or until their successor is elected and qualified.

The undersigned, certifies that this instrument constitutes the Articles of Organization of **AFFINITY HARTLEY, LLC** and has executed these Articles of Organization on May 24, 2004.



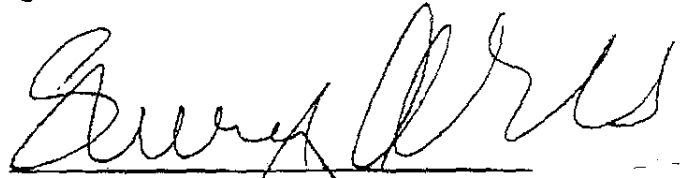
Sheryl A. Edwards, Esquire, authorized representative

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for **SHERYL A. EDWARDS, ESQUIRE** at the place designated in the Articles, 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.

5/24/04

Date


Sheryl A. Edwards, Esquire
Registered Agent

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