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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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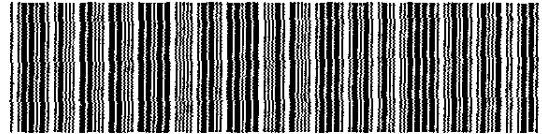
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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ATTORNEY
AND
FILE
04 MAY 27 AM 11:00
SECRETARY
FALL ARRESTED

JP
6-2-04



May 12, 2004.

TO: Registration Section
Division of Corporations

SUBJECT: Youngtown Apartments, LLC

The enclosed Articles of Organization and fee(s) are submitted for filing.
Filing Fees: Total: \$125.00 (\$100.00 for New Florida LLC filing fee and \$25.00
for Registered Agent Fee)

Please return all correspondence concerning this matter to the following:

Daniel M. Copeland, P.A.

Daniel M. Copeland, Attorney at Law, P.A.

4686 Sunbeam Road-Suite 216

Jacksonville, Florida 32257

For further information concerning this matter, please call: Kathia Pinto
at 904-493-0991

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

04 MAY 27 11:11:00
RECEIVED
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF ORGANIZATION
OF
YOUNGTOWN APARTMENTS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statute Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I — NAME

The name of the limited liability company shall be **Youngtown Apartments, Limited Company/Limited Liability Company/L.C./L.L.C./LC/LLC** ("company").

ARTICLE II — ADDRESS

The mailing address and street address of the principal office of the company is 3253 Lenox Avenue, Jacksonville, Florida 32209

ARTICLE III — DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. 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 Daniel M. Copeland at 4686 Sunbeam Road, Suite 216, Jacksonville, Florida 32257.

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.


DANIEL M. COPELAND
Registered Agent

04 MAY 27 AM 11:00
FILED
CLERK OF DISTRICT
CLERK OF DISTRICT
CLERK OF DISTRICT

ARTICLE V — MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of the remaining members.

ARTICLE VI — MANAGEMENT

The company shall be managed by the members 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 names and addresses of the members of the company are

NAME

Joseph Hafner

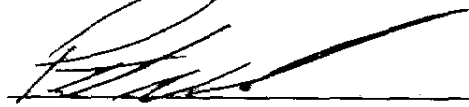
Patrick Newcomb

ADDRESS

1810 Bertha Street
Jacksonville, Florida 32207

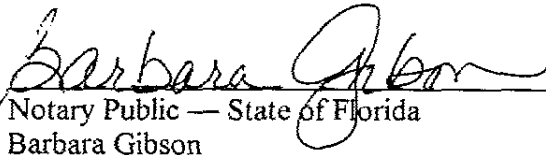
1417 Perth Road
Jacksonville, Florida 32209

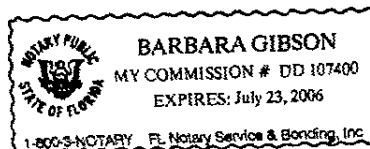
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at 3253 Lenox Avenue, Jacksonville, Florida, on May 12, 2004.



(In accordance with Section 608.408 (3), Florida Statutes, the execution of this document constitutes and affirmation under the penalties of perjury that the facts stated hererin are true)
Patrick Newcomb

Sworn to and subscribed before me on May 12, 2004, by Patrick Newcomb, who produced identification a valid Florida Driver's License.


Notary Public — State of Florida
Barbara Gibson



04 MAY 27 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED