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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 739780 5840A

AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 125.00

ORDER DATE : June 11, 2004

ORDER TIME : 11:0 AM

ORDER NO. : 739780-005

CUSTOMER NO: 5840A

CUSTOMER: Ms. Dortha Depace
Steven I. Greenwald, P.a.

Suite 105
6971 N. Federal Highway
Boca Raton, FL 33487

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NAME: BENTLEY HOMES, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is:

BENTLEY HOMES, LLC

ARTICLE II - ADDRESS

The mailing address of the principal office of the Limited Liability Company is: 6971 NORTH FEDERAL HIGHWAY, SUITE 105, BOCA RATON, FLORIDA 33487.

ARTICLE III - DURATION

The period of duration of the Limited Liability Company shall be thirty (30) years.

ARTICLE IV - PURPOSE

The purpose of this limited liability company is to engage in the transaction of any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

MANAGING MEMBERS

Myron Nelkin
Managing Member

6971 North Federal Hwy., Suite 105
Boca Raton, Florida 33487

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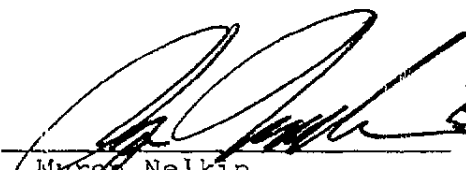
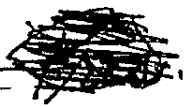
ARTICLE VI - REGISTERED AGENT

The name and street address of the initial registered agent of the Limited Liability Company is:

Steven I. Greenwald 6971 NORTH FEDERAL HIGHWAY
 SUITE 105
 BOCA RATON, FLORIDA 33487

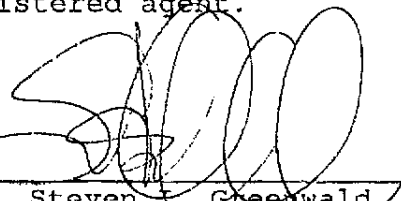
ARTICLE VII - REGISTERED OFFICE

The street address of the initial registered office of the Limited Liability Company is: 6971 NORTH FEDERAL HIGHWAY, SUITE 105, BOCA RATON, FLORIDA 33487.

By:  
Myron Nelkin
Manager Member

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above-stated Limited Liability Company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.

By: 
Steven I. Greenwald
Registered Agent

Dated: 6-11-04