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CORPORATION SERVICE COMPANY

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REFERENCE : 766662 10234A

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ORDER DATE : June 21, 2004

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CUSTOMER NO: 10234A

CUSTOMER: Thomas W. Conely, Iii, Esq
Conely & Conely, P.a.

Post Office Drawer 1367

Okeechobee, FL 34973-1367

DOMESTIC FILING

NAME: BRENTWOOD ACRES, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION
OF
BRENTWOOD ACRES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **BRENTWOOD ACRES, LLC** ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 406 S.W. 2nd Street, Okeechobee, Florida 34974 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

The Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Company is 406 S.W. 2nd Street, Okeechobee, Florida 34084. The name and address of the registered agent of this Company is MARK TROENDLE.

ARTICLE 7 - MANAGEMENT

The management of the Company is reserved to a Manager. The name and address of the Manager, who shall serve until the first annual meeting of the members or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
MARK TROENDLE	406 S.W. 2nd Street, Okeechobee, FL 34974

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except within the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.


ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of manager, or upon 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 the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 10 - MANAGERS


The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) 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.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the member(s) has made and subscribed these Articles of Organization at Okeechobee, Florida this June 17, 2004.


Mark Troendle
Authorized Representative of the Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

MARK TROENDLE, having an address identical with the registered office of the Company named above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.


Mark Troendle
Registered Agent