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BURKE & BLUE P.A.

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Division of Corporations

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY
VILLA DEL SOL AT CAPE SAN BLAS, L.L.C.

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**ARTICLES OF ORGANIZATION
FOR
VILLA DEL SOL AT CAPE SAN BLAS, L.L.C.**

a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be VILLA DEL SOL AT CAPE SAN BLAS, L.L.C. ("Company").

ARTICLE II - ADDRESS

The initial street address and mailing address of this Company is 8215 Roswell Road, Suite 300, Atlanta, GA 30350. Elizabeth J. Walters, 221 McKenzie Avenue, Panama City, Florida 32401 is hereby designated as registered agent for this Company.

Prepared by:
Elizabeth J. Walters, Esq. - Florida Bar #0049468
Burke, Blue & Hutchison, P.A.
P.O. Box 70
Panama City, FL 32402
(850) 769-1414
(850) 784-0857 - Fax

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ARTICLE III - DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE IV - MANAGEMENT

The Company is to be managed by the members and the name and address of the managing member is:

NAMEADDRESS

Wayne Orr

8215 Roswell Road, Suite 300
Atlanta, GA 30350

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

Elizabeth J. Walters
221 McKenzie Avenue
Panama City, FL 32401

ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company may be assigned in whole or in part. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operation Agreement of this Company.


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ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company pursuant to the Operating Agreement.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 22nd day of June, 2004, for the purpose of forming this limited liability company under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Organization and certify that the facts herein stated are true.

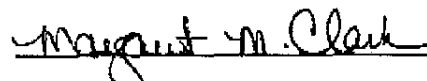

ELIZABETH J. WALTERS
BURKE, BLUE & HUTCHISON, P.A.

STATE OF FLORIDA
COUNTY OF FLORIDA

The foregoing instrument was acknowledged before me this 22ND day of June, 2004, by Elizabeth J. Walters, who is personally known to me.

(SEAL)




MARGARET M. CLARK
(Print Name)

Notary Public

Serial #

My Commission Expires:

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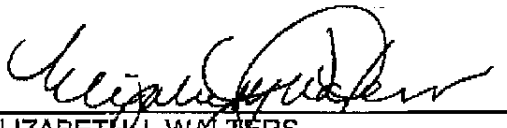
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that VILLA DEL SOL AT CAPE SAN BLAS, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 8215 Rosewell Road, Suite 300, Atlanta, GA 30350 has named Elizabeth J. Walters located at 221 McKenzie Avenue, Panama City, County of Bay, State of Florida, 32401 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


ELIZABETH J. WALTERS
BURKE, BLUE & HUTCHISON, P.A.

(Resident Agent)

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