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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : JONES, FOSTER, JOHNSTON & STUBBS, P.A.
Account Number : 076077003231
Phone : (561)650-0471
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LIMITED LIABILITY COMPANY

QUAIL VALLEY RIVERHOUSE, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
QUAIL VALLEY RIVERHOUSE, LLC**

A Florida Limited Liability Company

The undersigned hereby acknowledges these Articles of Organization for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Laws of Florida.

ARTICLE I

Name

The name of the Limited Liability Company is Quail Valley Riverhouse, LLC.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is 2345 Highway A1A, Vero Beach, FL 32963.

ARTICLE III

Registered Agent and Registered Office

The name and the Florida street address of the Registered Agent are:

Jones Foster Service, LLC
505 South Flagler Drive, Suite 1100
West Palm Beach, FL 33401

ARTICLE IV

Management

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

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ARTICLE V

Commencement

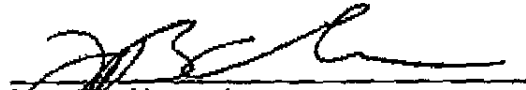
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The Limited Liability Company shall commence its existence upon filing with the Secretary of State of the State of Florida.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Date: 6-29-04



Gary B. Alexander
(Signature of a member or an authorized representative of a member)

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JONES FOSTER JOHNSTON & STUBBS #04000136067 NO. 698

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

That Quail Valley Riverhouse, LLC, desiring to organize under the laws of the State of Florida, has named Jones Foster Service, LLC, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, FL 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, F.S.

Jones Foster Service, LLC

By: _____

Larry B. Alexander, Manager