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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

RUSHWOOD PROPERTIES, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION OF

RUSHWOOD PROPERTIES, LLC

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be **RUSHWOOD PROPERTIES, LLC**, and the mailing address and street address of its principal office shall be 3353 SUNSET KEY CIRCLE, PUNTA GORDA, FLORIDA 33955, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

This limited liability company is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida and shall have all of the powers authorized by the State of Florida for limited liability companies but shall remain subject to statutes and regulations of the laws of the State of Florida for regulating and controlling business.

ARTICLE III

MANAGEMENT

This limited liability company is to be a manager-managed company. The election of managers shall be as provided in the Operating Agreement.

ARTICLE IV

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members or in accordance with the provisions of the company's Operating Agreement.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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ARTICLE V**DURATION**

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the operating agreement adopted by the members and shall commence its existence on the date of filing of these Articles.

ARTICLE VI**AMENDMENT**

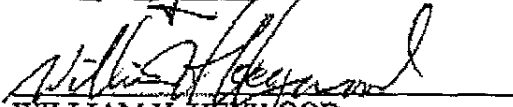
These articles may be amended by a vote of a majority in interest of the members.

ARTICLE VII**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this limited liability company is 3353 SUNSET KEY CIRCLE, PUNTA GORDA, FLORIDA 33955 and the name of the company's initial registered agent for service of process at that address is WILLIAM H. HEYWOOD.

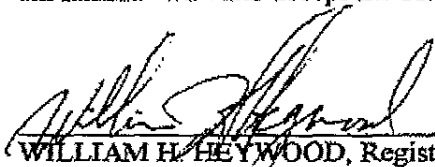
The undersigned being an authorized representative of an initial member of this limited liability company certifies that this instrument constitutes the proposed Articles of Organization of RUSHWOOD PROPERTIES, LLC.

Executed by the undersigned on this 1st day of July, 2004.


WILLIAM H. HEYWOOD,
Authorized Representative of Member

ACCEPTANCE OF REGISTERED AGENT

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 am familiar with and accept the obligation of my position as registered agent.


WILLIAM H. HEYWOOD, Registered Agent
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July 1, 2004
Date