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07/08/2004 THU 13:26 FAX 239-334-4100 Henderson Franklin et al

Division of Corporations

001/004

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DIVISION OF CORPORATION

SECRETARY OF STATE
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LIMITED LIABILITY COMPANY

COVERED BRIDGE TOWNHOMES, LLC

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**ARTICLES OF ORGANIZATION
OF
COVERED BRIDGE TOWNHOMES, LLC**

ARTICLE I-NAME

The name of the limited liability company shall be COVERED BRIDGE TOWNHOMES, LLC (the "Company").

ARTICLE II-MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is:

28100 U.S. Highway 19 North
Suite 511
Clearwater, Florida 33761

ARTICLE III-EFFECTIVE DATE

This limited liability company's existence shall commence upon the filing of these Articles and shall terminate on December 31, 2054.

ARTICLE IV-INITIAL REGISTERED AGENT AND OFFICE

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

Name

Address

GUY E. WHITESMAN

1715 Monroe Street
Fort Myers, Florida 33901

ARTICLE V-PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

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ARTICLE VI-MANAGEMENT OF THE COMPANY

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company.

ARTICLE VII-OPERATING AGREEMENT

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned, being an authorized representative of the Members of the Company, has executed these Articles of Organization this 8th day of July, 2004.


GUY E. WHITESMAN
Authorized Representative

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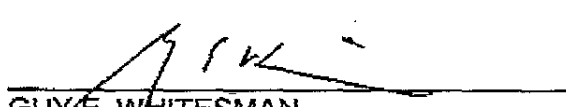
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: COVERED BRIDGE
TOWNHOMES, LLC
2. The name and address of the registered agent and office is

Guy E. Whitesman
1715 Monroe Street
Fort Myers, Florida 33901

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.


GUY E. WHITESMAN
Registered Agent

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