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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

THE FOUNTAINS AT COUNTRYSIDE MANAGERS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
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ARTICLES OF ORGANIZATION

OF

THE FOUNTAINS AT COUNTRYSIDE MANAGERS, LLC

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

ARTICLE I NAME

The name of the limited liability company is The Fountains at Countryside Managers, LLC (the "Company").

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Company is 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602.

ARTICLE III DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV REGISTERED OFFICE AND AGENT AND ADDRESS

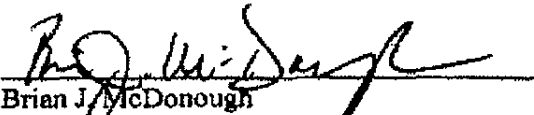
The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 21 day of July, 2004.


Brian J. McDonough
Authorized Representative of Members

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

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

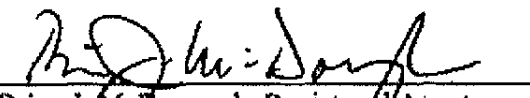
1. The name of the Company is The Fountains at Countryside Managers, LLC.
2. The name and street address of the registered agent and office are:

Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: July 21, 2004


Brian J. McDonough, Registered Agent

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