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Florida Department of State
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

COUNTRY MANOR ESTATES, LLC

Certificate of Status	0
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Page Count	03
Estimated Charge	\$125.00

SECTION OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
COUNTRY MANOR ESTATES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **COUNTRY MANOR ESTATES, LLC** ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be:

222 Lakeview Avenue, Suite 260, West Palm Beach, FL 33401

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

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

Joel P. Koeppel
222 Lakeview Avenue, Suite 260
West Palm Beach, FL 33401.

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TALLAHASSEE, FLORIDA

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ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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ARTICLE VI - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminate the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.


ARTICLE VII - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is:

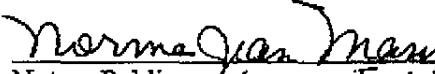
Joel P. Koepfel
222 Lakeview Avenue, Suite 260
West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at West Palm Beach, FL 33401 on this 26 day of July 2004.

STATE OF FLORIDA
COUNTY OF PALM BEACH


Joel P. Koepfel Authorized
Representative of a Member

Sworn to and subscribed before me this 26 day of July, 2004, by Joel P. Koepfel.


Notary Public

(Print Name)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____



NORMA JEAN MANN
MY COMMISSION # DD 112073
EXPIRES: May 30, 2006
Served Three Budget Notary Services

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **COUNTRY MANOR ESTATES, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Joel P. Koeppe, Registered Agent

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