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(Requestor's Name)

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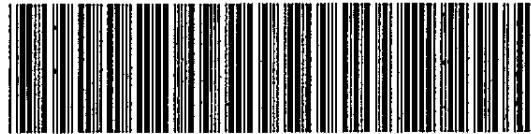
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TALLAHASSEE, FLORIDA

J. BRYAN AUG - 6 2004

LAW OFFICES
McCLELLAND, JONES & LYONS, L.C.

ONE HARBOR PLACE
1901 SOUTH HARBOR CITY BLVD.
SUITE 500
MELBOURNE, FLORIDA 32901-4770

CLIFFON A. McCLELLAND, JR.
HARRY A. JONES
AARON D. LYONS
STEPHEN J. LACEY

TEL 321-984-2700
FAX 321-723-4092

August 2, 2004

Writer's e-mail:
cmcclelland1@bellsouth.net

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Shadow Wood Springs, L.C.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation and Registered Agent Certificate of the subject corporation along with a check in the amount of \$125.00. Please file the Articles and return a copy to the undersigned. If you have any questions about this matter, please contact me.

Respectfully,

Cliff A. McClelland, Jr.

Clifton A. McClelland, Jr.

CAM/tah
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
SHADOW WOOD SPRINGS, L.C.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is SHADOW WOOD SPRINGS, L.C. (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in real estate development and sales and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address for the Company is 2920 Pebble Court Street, Melbourne, Florida 32935, and the street address of the place of business for the Company is 2920 Pebble Court Street, Melbourne, Florida 32935. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is JOHN A. MASSARO, and the initial registered office is located at 2920 Pebble Court Street, Melbourne, Florida 32935.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

NAME:

POSITION:

John A. Massaro
218 Emann Drive
Camillus, NY 13031

Manager

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Camillus, New York, on July 29, 2004.

SHADOW WOOD SPRINGS, L.C.
a Florida limited liability company

By: John A. Massaro

John A. Massaro

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JAMES H. HARRIS, CLERK
TALLAHASSEE, FLORIDA

STATE OF NEW YORK

COUNTY OF Oran

The foregoing instrument was acknowledged before me on July 29, 2004, by JOHN A. MASSARO as Member and Manager of SHADOW WOOD SPRINGS, L.C., who ☒ is personally known to me or () produced _____ as identification.

Christine A. Steingraber
Notary Public — State of New York

Name — Typed or Printed

(Seal)

CHRISTINE A. STEINGRABER
Notary Public, in the State of New York
Qualified in Onondaga Co. No. 018T5040018
My Commission Expires 9/5/2005

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

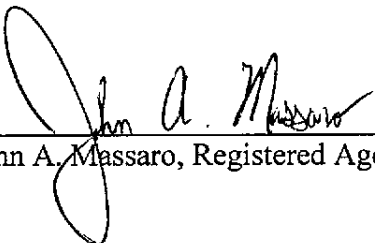
SHADOW WOOD SPRINGS, L.C.

Pursuant to Chapter 608, Florida Statutes, the following is submitted:

That Shadow Wood Springs, L.C., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Organization, at 2920 Pebble Court Street, Melbourne, Florida 32935, has named John A. Massaro, whose address is 2920 Pebble Court Street, Melbourne, Florida 32935, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service or process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act relative to keeping open the registered office.



John A. Massaro, Registered Agent

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