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DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN AUG 11 2004

NORTH ORANGE TOWERS, LLC

August 6, 2004

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

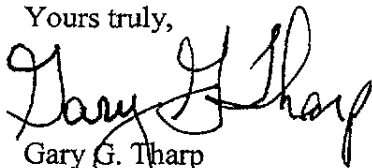
Re: Registration of New Limited Liability Company

To Whom It May Concern:

Enclosed please find Articles of Organization, Affidavit of Membership and Contributions, and a check payable to the Florida Department of State for \$125.00. Our payment should be credited as a \$100.00 filing fee and a \$25.00 fee for Designation of Registered Agent.

Please feel free to contact me at the above telephone number with any questions you may have. Thank you for your prompt consideration in this matter. With best regards, I remain

Yours truly,



Gary G. Tharp
Registered Agent

ARTICLES OF ORGANIZATION
OF
NORTH ORANGE TOWERS, LLC

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TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do hereby set forth the following:

ARTICLE I – NAME OF CORPORATION

The name of the Limited Liability Company (the "Company") is North Orange Towers, LLC.

ARTICLE II – PERIOD OF DURATION

The term of existence of the Company shall commence with the execution of these Articles of Organization with the Secretary of State of the State of Florida, and shall continue until December 31, 2044, unless sooner dissolved pursuant to the Regulations, the Articles or by operation of law.

ARTICLE III – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office (street address) of this Company is 250 North Orange Avenue, Suite 1250, Orlando, Florida, 32801, which shall also be the mailing address of the Company.

ARTICLE IV – REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 250 North Orange Avenue, Suite 1250, Orlando, Florida, 32801. The name of the registered agent of the Company at that address is Gary G. Tharp.

ARTICLE V – ADDITIONAL MEMBERS

New members shall be admitted only with the consent of, and upon terms unanimously approved by, the majority members.

ARTICLE VI – CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member in the Company, the business of the Company shall be continued with the consent of remaining members of the Company owning a majority of the membership interests of such remaining members.

ARTICLE VII – MANAGEMENT

The name and address of the Managing Member, who shall serve as Managing Member until replaced as provided in the regulations is as follows:

Gary G. Tharp
250 North Orange Avenue, Suite 1250
Orlando, FL 32801

IN WITNESS WHEREOF, the undersigned member of the Company has made and subscribed these Articles of Organization this 6th day of August, 2004.



Gary G. Tharp, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named as the registered agent for the above-mentioned Company at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of Section 608.415 of the Florida Statutes.

Signature: 

Gary G. Tharp

Date: August 6, 2004

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