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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

BEL AIRE AT WINDWARD, LLC

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ARTICLES OF ORGANIZATION
OF
BEL AIRE AT WINDWARD, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) and in accordance with F.S. § 608.407.

1. Name. The name of the Company is Bel Aire at Windward, LLC.
2. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 141 Pond Cypress Road, Venice, Florida 34292.
3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is J. Michael Hartenstine, 200 South Orange Avenue, Sarasota, Florida 34236.
4. Management. The Company shall be a manager-managed company.
5. Existence. In accordance with F.S. § 608.409, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.
6. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 23rd day of August 2004 (the "Execution Date").



 J. Michael Hartenstine
 Member or Authorized Representative

ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.



 J. Michael Hartenstine
 As Registered Agent