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STATE
TALLAHASSEE, FLORIDA

✓ 10/07/04

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TRANSMITTAL LETTER

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

SUBJECT: William Robert Homes, LLC
(Proposed corporate name - must include suffix)

Enclosed is an original and one copy of the articles of organization and a check for \$130.
For Filing fee registered agent fee and certificate of status

From: William Paul Settles, Jr
Name
455 Firethorn Avenue
Address
Englewood, FL 34223
City, State & Zip
941/685-3600
Daytime Telephone Number

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

William Robert Homes, LLC

A LIMITED LIABILITY COMPANY

(Pursuant to s. 608, Florida Statutes)

1. Name. The name of the limited liability company is William Robert Homes, LLC.
2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. Address of Principal Office. The address of the registered office of the limited liability company is 455 Firethorn Avenue, Englewood, FL 34223.
4. Term. Term of this LLC shall be perpetual.
5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.
6. Period of Duration. The period of duration shall be perpetual.
7. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:
William Paul Settles, Jr.
455 Firethorn Avenue
Englewood, FL 34223

Robert R. Doria
932 Panda Road
Venice, FL 34293

8. Additional Members. The names and addresses of additional members(s) are as follows:

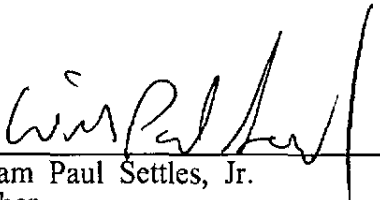
9. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members

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and the new member.

10 Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company

Executed this date 9/30/04



William Paul Settles, Jr.
Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

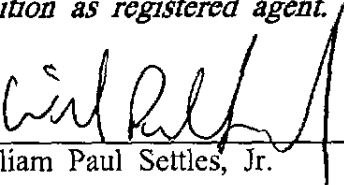
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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is William Robert Homes, LLC
2. Registered Office. The address of the registered office of the limited liability company is 455 Firethorn Avenue, Englewood, FL 34223.
3. Registered Agent. William Paul Settles, Jr., is appointed, and by his signature below accepts appointment, to act as the Registered Agent of William Robert Homes, LLC.

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



William Paul Settles, Jr.

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