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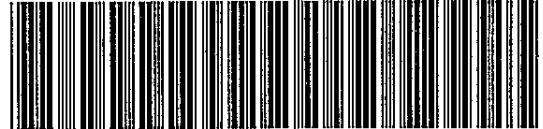
(Business Entity Name)

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J. BRYAN OCT 20 2004

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October 15, 2004

**VIA U.P.S. DELIVERY**

Florida Department of State  
Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Organization for OPAL PLACE TOWNHOMES, LLC

Dear Sir/Madam:

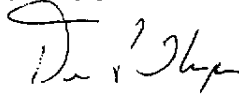
Enclosed for filing with your office please find the Articles of Organization and Designation of Registered Agent for the above limited liability company.

We are also enclosing our client's check in the amount of \$155.00 which represent the following fees:

Filing fee	125.00
Certified copy of Articles of Organization	30.00

Please forward the certified copy of the Articles of Organization to this office. Thank you for your cooperation.

Very truly yours,



Dennis P. Thompson

DPT/ktb  
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF OPAL PLACE TOWNHOMES, LLC,**  
a Florida Limited Liability Company

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter, Regulations and Authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME, MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **OPAL PLACE TOWNHOMES, LLC**, and its mailing address and street address of its principal office is 6121 Mears Ct., Clearwater, FL 33760, but it shall have the power and authority to move its principal office or to establish branch offices at any other place or places as the members may designate.

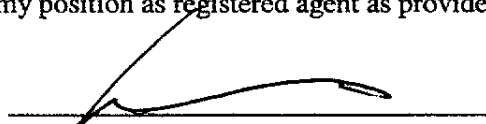
**ARTICLE II**

**REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE**

The name and Florida street address of the registered agent are:

Elias Leousis  
6121 Mears Ct.  
Clearwater, FL 33760

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 as provided for in Chapter 608, F.S..

  
Registered Agent's Signature

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### ARTICLE III

#### PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the law of the State of Florida.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles, and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers; to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations; and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property; and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service; and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability

company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### ARTICLE IV

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE VI

#### MANAGEMENT

This limited liability company shall be managed by two managers, either of whom shall have full authority to act on behalf of the limited liability company. The names and addresses of the persons who shall serve until their successors are elected and qualified are: Elias Leousis, 6121 Mears Ct., Clearwater, FL 33760, and Ralph Rugo, 6121 Mears Ct., Clearwater, FL 33760.

Either Manager may be removed at any time upon the vote, appeal or consent of members owning a majority of interest in the limited liability company.

Either Manager shall have authority to exercise the powers and further the purposes of the limited liability company as set forth above in Article III.

#### ARTICLE VII

#### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business of the limited liability company with the unanimous consent of the remaining members.

## ARTICLE VIII

### CAPITAL CONTRIBUTIONS

Capital contributions in the aggregate of \$100 cash shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

## ARTICLE IX

### PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows: Elias Leousis - 50% and Ralph Rugo, LLC - 50%. The distributive share of the profits shall be determined and paid to the members on or before the end of each fiscal year, unless otherwise determined by a vote of the members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

## ARTICLE X

### DURATION

This limited liability company shall exist in perpetuity, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE XI

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## INDEMNIFICATION

The managers of this limited liability company shall be indemnified as of right to the fullest extent permitted by current or future legislation or by current or future judicial or administrative decisions against any fine, liability, cost, or expense, including attorneys' fees, asserted against or incurred by the manager. The limited liability company can agree to grant the same right of indemnification to other agents or employees of the limited liability company and to persons serving at the request of the limited liability company as its representative in the position of a director, officer, agent, or employee of another enterprise. The right of indemnification shall extend to the heirs, personal representatives, and estate of each person granted the right pursuant to the preceding sentences. The right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The limited liability company may maintain insurance at its expense to protect itself and any such person against any fine, liability, cost, or expense, whether or not the limited liability company would have the legal power to directly indemnify the person against that liability.

In witness whereof, the undersigned have caused these Articles to be signed this 15<sup>TH</sup> day of October, 2004.

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

Ralph Rugo, LLC

By: \_\_\_\_\_

Ralph Rugo, its managing member,  
owner of 50% interest

\_\_\_\_\_  
Elias Leousis, owner of 50% interest