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(City/State/Zip/Phone #)

☐ PICK-UP

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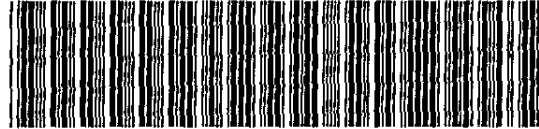
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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LAW OFFICES OF  
LAWRENCE S. KLITZMAN, P.A.  
BEACON CENTER II  
2200 NORTH COMMERCE PARKWAY  
SUITE 206  
WESTON, FLORIDA 33326

LAWRENCE S. KLITZMAN  
L.L.M. TAXATION  
ALSO ADMITTED IN NEW JERSEY

TELEPHONE 954-384-4421  
FACSIMILE 954-389-3579  
E-mail: lsk@klitzlaw.com

October 15, 2004  
Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314  
Re: Corporate Filings:

Gentleperson:

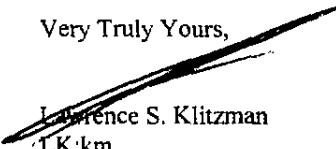
Enclosed for filing are Articles of Organization for Fiddler's Hollow, LLC, Gainesville Land Associates, LLC and 346A Associates, LLC.

Also enclosed are three checks for \$125 each to cover the filing fee and registered agent fee for each entity.

~~I have also enclosed a return self addressed envelope in which I request that you return the filed documents.~~

Thank you.

Very Truly Yours,

  
Lawrence S. Klitzman  
LK:km  
w/enclos.  
w/checks

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**ARTICLES OF ORGANIZATION  
OF  
GAINESVILLE LAND ASSOCIATES, LLC**

The undersigned, being the sole member of Gainesville Land Associates, LLC, a Florida limited liability company (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is: **Gainesville Land Associates , LLC.**

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

c/o Lawrence S. Klitzman  
2200 North Commerce Parkway Suite 206  
Weston , Florida 33326

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

c/o Lawrence S. Klitzman  
2200 North Commerce Parkway Suite 206  
Weston , Florida 33326

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#### **ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Lawrence S. Klitzman  
2200 North Commerce Parkway  
Suite 206  
Weston, Florida 33326

#### **ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

#### **ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

Subject to any contrary terms of the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

#### **ARTICLE VIII. DISSOLUTION OF COMPANY**

Subject to any contrary terms of the Operating Agreement of the Company, upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the

Company either upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company of such other members, which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company of such other members.

#### **ARTICLE IX. MANAGER**

The Company shall be managed by a manager. The name and address of the initial manager is set forth below. The initial manager shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify.

Initial Manager:

Address:

Regional Investment Properties ,Inc.

2200 North Commerce Parkway  
Suite 206  
Weston, Florida 33326

#### **ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or her contribution to capital except as provided in the Operating Agreement then in existence.

#### **ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company.

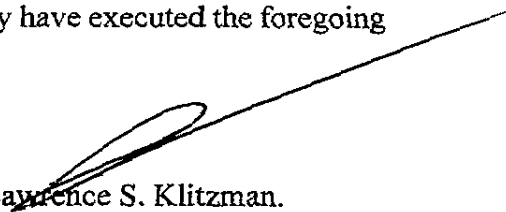
#### **ARTICLE XII. AMENDMENT OF OPERATING AGREEMENT**

Except as specifically provided in the Operating Agreement, neither the Manager nor the members of the company may adopt, alter, amend or repeal any provision of the Operating Agreement except upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company which vote is taken at a duly called meeting

of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company.

**IN WITNESS WHEREOF**, the members of the Company have executed the foregoing Articles of Organization this 15<sup>th</sup> day of October, 2004.

By:

  
Lawrence S. Klitzman.

01/10/04  
10:00 AM  
FBI

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of Gainesville Land Associates, LLC, in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated: October 15, 2004

  
Lawrence S. Klitzman

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