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LIMITED LIABILITY COMPANY

Pinnacle Development of St. Augustine, LLC

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**ARTICLES OF ORGANIZATION
OF
PINNACLE DEVELOPMENT OF ST. AUGUSTINE, LLC**

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The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

Name

The name of the limited liability company (the "Company") is Pinnacle Development of St. Augustine, LLC.

ARTICLE II

Duration

The Company shall have perpetual existence.

ARTICLE III

Mailing and Street Address of Principal Office

The mailing and street address of the Company's principal office is 806 Anastasia Boulevard, St. Augustine, Florida 32080.

ARTICLE IV

Name and Address of Registered Agent

The name of the Company's initial registered agent is Andre J. van Rensburg. The street address of the registered agent is 806 Anastasia Boulevard, St. Augustine, Florida 32080.

ARTICLE V

Admission of New Members

The members shall have such rights to admit new members as provided in the Operating Agreement.

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ARTICLE VI
Continuity of Business

The members shall have such rights to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member as may be provided in the Operating Agreement.

ARTICLE VII
Management

The Company shall be a manager managed company. The initial manager(s) shall be:

Andre J. van Rensburg

806 Anastasia Boulevard
St. Augustine, Florida 32080

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization on this 2nd day of November, 2004.



Andre J. van Rensburg

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 2nd day of November, 2004, by Andre J. van Rensburg, who () is personally known to me or () has produced Florida driver's license number _____ as identification.



Notary Public



Johanna S. Davies
My Commission DD170298
Expires August 17 2005

(Name of Notary (typed/printed/stamped))

My Commission Number: _____

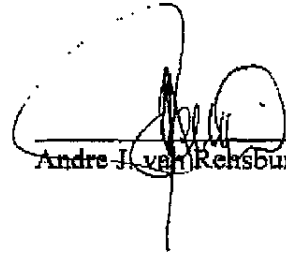
My Commission Expires: _____

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept my obligations as registered agent.

DATED this 2nd day of November, 2004.



Andre J. van Rensburg

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