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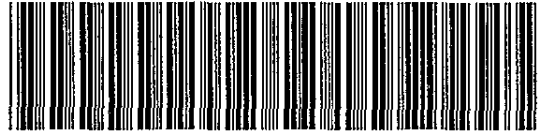
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JAY STEVEN LEVINE, P.A. - ATTORNEYS

2500 North Military Trail, Suite 490, Boca Raton, FL 33431 - (561) 999-9925 (561) 999-9958 Fax
3300 PGA Boulevard, Suite 970, Palm Beach Gardens, FL 33410 - (561) 627-3585 (561) 627-0811 Fax
Vero Beach - By Appointment Only
e-mail - jayslevinepa@aol.com

Jay Steven Levine, Esquire
Robert B. Burr, Esquire
Debbie Alspach, CLA

Nadel Group, P.A. - Of Counsel

Please reply to:
Boca Raton, Florida

November 3, 2004

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

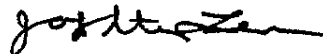
RE: ARTICLES OF ORGANIZATION - THE VILLAGE AT OCEAN WALK, LLC

Dear Sir or Madam:

Enclosed for filing is original and one copy of Articles of Organization for The Village at Ocean Walk, LLC. Also enclosed are two checks totaling \$125.00 for filing fee and registered agent fee. Once filed, please return the certified copy to us in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,



Jay Steven Levine

JSL:sh

Enclosures - As Stated

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
THE VILLAGE AT OCEAN WALK, LLC

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Florida limited liability company is: THE VILLAGE AT OCEAN WALK, LLC.

ARTICLE II

ADDRESS

The Company's street and mailing address are:

5 Oakwood Court
Boynton Beach, Florida 33426

ARTICLE III

REGISTERED AGENT

The name and address of the Company's registered agent are:

Joseph F. Basile, Jr.
5 Oakwood Court
Boynton Beach, Florida 33426

ARTICLE IV

TRANSFERABILITY OF MEMBERSHIP INTERESTS

No members shall have the right to assign their membership interests in the Company without the written agreement of all the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all

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of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE V

MANAGEMENT

This will be a member-managed company. The name of each member is:

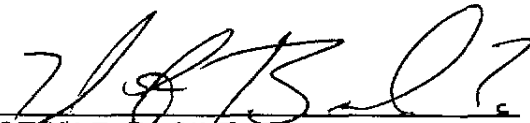
Joseph F. Basile, Jr.
James VanderWoude

ARTICLE VI

COMPANY EXISTENCE

The Company's existence shall begin effective as of five days after the date of execution of these Articles.

The undersigned member executed these Articles of Organization on the 29 day of October, 2004.



JOSEPH F. BASILE, JR.

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

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I HEREBY CERTIFY that on this 29th day of October, 2004 before me personally appeared JOSEPH F. BASILE, JR., who is personally known to me or who has produced Drivers license (if left blank, personal knowledge existed) as identification and who did not take an oath and who executed the aforesaid as his free act.

WITNESS my signature and official seal at Boca Raton in the County of Palm Beach, State of Florida, the day and year last aforesaid.

NOTARY PUBLIC:

Sign: 
Print: ZAHERA SADIK

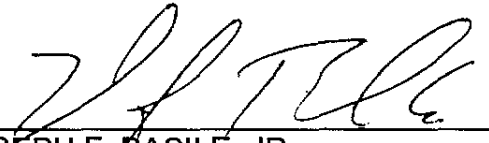
 Zahera Sadik
Commission #DD169603
Expires: Dec 03, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

STATEMENT OF REGISTERED AGENT

THE VILLAGE OF OCEAN WALK, LLC, desires to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization, has named Joseph F. Basile, Jr., located at 5 Oakwood Court, Boynton Beach, Florida 33426, as its agent to accept service of process for the limited liability company in the State of Florida.

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Dated this 29th day of October, 2004.



JOSEPH F. BASILE, JR.

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