

NOV. 18. 2004 10:52AM

FOLEY LARDNER

NO. 4417

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**Florida Department of State
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LIMITED LIABILITY COMPANY

The Villas at Heritage Parke, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 18, 2004

FOLEY & LARDNER

SUBJECT: THE VILLAS AT HERITAGE PARKE, LLC
REF: W04000042301

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**ARTICLES OF ORGANIZATION OF
THE VILLAS AT HERITAGE PARKE, LLC**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State, the following are the Articles of Organization for THE VILLAS AT HERITAGE PARKE, LLC (the "Company"):

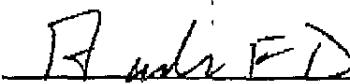
1. Name. The name of the Company is THE VILLAS AT HERITAGE PARKE, LLC.

2. Mailing Address and Principal Place of Business. The Company's mailing address and principal office shall be located at 11217 San Jose Boulevard, Jacksonville, Florida 32223.

3. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company is:

F & L Corp.
One Independent Drive, Suite 1300
Jacksonville, Florida 32202-3520.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 16th day of November, 2004.


Gardner F. Davis
Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, a corporation resident in the State , having been named in Section 3 of Articles of Organization of THE VILLAS AT HERITAGE PARKE, LLC (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.

EXECUTED this 16th day of November, 2004.

F & L CORP,

By: Charles V. Hedrick

Charles V. Hedrick

Authorized Signatory

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