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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY
WHITFIELD HOMES, LLC

2001 DEC 16 PM 12: 01

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**ARTICLES OF ORGANIZATION
OF
WHITFIELD HOMES, LLC**

The undersigned Organizers of a limited liability company organized under the Florida Limited Liability Company Act does hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE I

NAME OF THE LIMITED LIABILITY COMPANY

The name of the limited liability company shall be Whitfield Homes LLC.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 7361 Claries Drive, Sarasota, Florida 34243.

The initial registered agent at such address is Frank Harris.

ARTICLE III

PRINCIPAL OFFICE

The address of the principal office of the limited liability company is 7361 Claries Drive, Sarasota, Florida 34243.

ARTICLE IV

PERIOD OF DURATION

The limited liability company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing and shall continue for a period of 30 years, unless sooner dissolved pursuant to the terms of its operating agreement, or as otherwise provided by law.

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This Instrument Prepared By:
Finkelstein and Associates
Attorneys and CPAs
27 Fletcher Avenue
Sarasota, Florida 34237
Phone No. 941-952-9999
Florida Bar No. 0644773

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ARTICLE V

WRITTEN OPERATING AGREEMENT

Any operating agreement entered into by the members of the limited liability company, and any amendments or reinstatements thereof shall be in writing. No oral agreement among any members or managers of the limited liability company shall be deemed or construed to constitute any portion of it, or otherwise affect the interpretation of, any written operating agreement of the limited liability company in existence and as amended from time to time.

ARTICLE VI

MANAGEMENT

The business and affairs of the limited liability company shall be governed by members in the manner and subject to the limitations set forth in an operating agreement. The address of the members are as follows: Frank Harris: 7361 Claries Drive, Sarasota, Florida 34243. The actions of a member, manager, or any other person acting in any capacity other than as a manager of the limited liability company in accordance with the terms of its operating agreement shall not bind the limited liability company.

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the limited liability company only upon unanimous consent of the members.

ARTICLE VIII

CONTINUATION AFTER DISASSOCIATION OF A MEMBER

The limited liability company will continue to exist after the disassociation of a member if the remaining members agree by majority vote to continue the company.

IN WITNESS WHEREOF, the aforesaid organizer has caused the execution of the foregoing Articles of Organization on this 14 day of December, 2004.



Organizer of Whitfield Homes, LLC

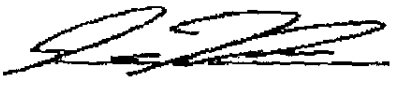
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STATE OF FLORIDA)
) ss:
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 14th day of December 2004 by Frank Harris, who is personally known to me.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

END

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE AND AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First, that Whitfield Homes LLC, LLC, desiring to organize and qualify under the laws of the State of Florida has named Frank Harris, 7361 Clarics Drive, Sarasota, Florida 34243, as its agent to accept service of process within Florida.


Frank Harris, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, 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 I am familiar with and accept the obligations of my position as registered agent.


Frank Harris

2004 DEC 16 P 12:01
REGISTRY OF CORPORATIONS
TALLAHASSEE, FLORIDA

12/13/04

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