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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 121467 87972A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 4, 2005

ORDER TIME : 12:01 PM

ORDER NO. : 121467-005

CUSTOMER NO: 87972A

CUSTOMER: Samuel D. Navon, Esq
Navon & Lavin P.a.

Suite B-100
2699 Stirling Road
Ft. Lauderdale, FL 33312

DOMESTIC FILING

NAME: HERITAGE GROVE, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION OF
HERITAGE GROVE, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - Name:

The name of the Limited Liability Company is: **Heritage Grove, LLC** (hereinafter the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is: c/o Waypoint Development, 3701 Pacific Avenue, Suite 200, Virginia Beach, VA 23451.

ARTICLE III - Duration:

The period of duration for the Company shall be until December 31, 2075.

ARTICLE IV - Management:

The Company is to be managed by Harry Newman, and the address of the managing member is c/o, 3701 Pacific Avenue, Suite 200, Virginia Beach, VA 23451.

ARTICLE V - Admission of Additional Members:

The right, if given, of the Members to admit additional members and the terms and conditions of the admissions shall be in accordance with the "Regulations" hereafter adopted by the Members of the Company.

ARTICLE VI - Members' Rights to Continue Business:

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company shall be in accordance with the Regulations.

ARTICLE VII - Limitation on Agency Authority of Members:

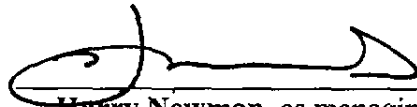
Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member

shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

ARTICLE VIII - Registered Agent and Office:

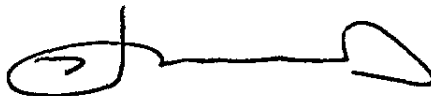
The name and address of the Company's initial registered agent in the State of Florida, whose consent to appointment as registered agent accompanies these Articles, is Samuel D. Navon, Esq., Navon & Lavin, P.A., 2699 Stirling Road, Suite B-100, Fort Lauderdale, FL 33312.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act effective as of the 30 day of December, 2004.



Harry Newman, as managing member
executing the Articles of Organization.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

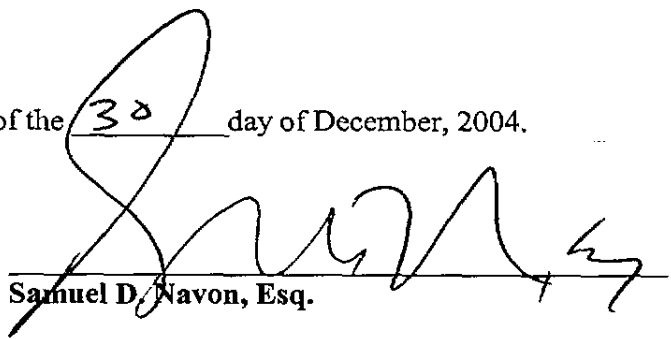


Harry Newman

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for Heritage Grove. LLC at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED effective as of the 30 day of December, 2004.



Samuel D. Navon, Esq.