

FEB-01-2005(TUE)

Division of Corporations

CARLTON FIELDS

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Florida Department of State
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

HILLCREST ESTATES, LLC

Certificate of Status	0
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J. BRYAN FEB - 1 2005

FAX AUDIT NO. H05000026868 3

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
HILLCREST ESTATES, LLC**

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of Hillcrest Estates, LLC (the "Company"):

**ARTICLE ONE
NAME**

The name of the limited liability company is Hillcrest Estates, LLC.

**ARTICLE TWO
ADDRESS**

The mailing address and street address of the principal office of the Company is 12101 Tara Drive, Plantation, Florida 33325.

**ARTICLE THREE
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company is David Blanco, 12101 Tara Drive, Plantation, Florida 33325.

**ARTICLE FOUR
MANAGEMENT**

The Company will be a manager-managed company. The initial manager of the Company is:

DAVID BLANCO
12101 Tara Drive
Plantation, Florida 33325

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ARTICLE FIVE
INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the Articles of Organization has been executed by an authorized representative of a member of the Company as of the 31st day of January 2005.


Miguel A. Maspons, Esquire
Authorized Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for HILLCREST ESTATES, LLC in the foregoing Articles of Organization, DAVID BLANCO, hereby agrees to accept service of process for HILLCREST ESTATES, LLC and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. DAVID BLANCO is familiar with and accepts the obligations of that position.


DAVID BLANCO, Registered Agent

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