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(City/State/Zip/Phone #)

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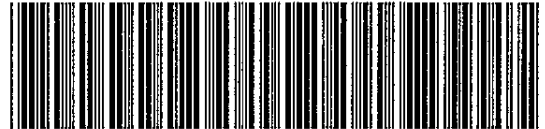
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W04-46874



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 23, 2004

ROBIN FINLAYSON
23123 S. STATE RD 7 #240
BOCA RATON, FL 33428

SUBJECT: ROPER APARTMENT MANAGEMENT, L.L.C.
Ref. Number: W04000046874

We have received your document for ROPER APARTMENT MANAGEMENT, L.L.C. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 904A00071

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Roper Apartment Management, L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robin Finlayson
(Name of Person)

Roper Apartment Management, L.L.C.
(Firm/Company)

23123 S. State Rd. 7, #240
(Address)

Boca Raton, FL 33428
(City/State and Zip Code)

For further information concerning this matter, please call:

Robin Finlayson at (561) 451-0220 ext. 12
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input checked="" type="checkbox"/> \$130.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee & Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee & Certificate of Status & Certified Copy
(additional copy is enclosed) |
|--|---|--|--|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Roper Apartment Management, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

23123 S. State Rd. 7, #240

Boca Raton, FL 33428

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Vernon G. Schaller

Name

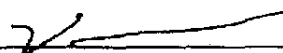
23123 S. State Rd. 7, #240

Florida street address (P.O. Box **NOT** acceptable)

Boca Raton, FL 33428 FL

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


Registered Agent's Signature

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

E. Stanley Kroenke

1001 Cherry Street, #302

Columbia, MO 65201

MGRM

912 Providence Road, L.L.C.

315 Woodlawn #7

O'Fallon, MO 63366

MBR

Midwest Diversified Empl. Benefit Plan&Trust

315 Woodlawn #7

O'Fallon, MO 63366

MBR

JTS Investments

300 Long Shoals Road #13-V

Arden, NC 28704

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

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

James N. Gordon, Manager

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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