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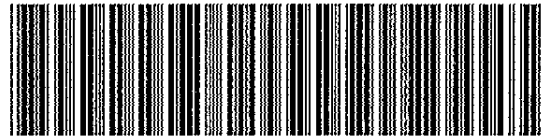
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TALLAHASSEE, FLORIDA

RSC
R. SCOTT CROSS, P.A.
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February 10, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee FL 32314

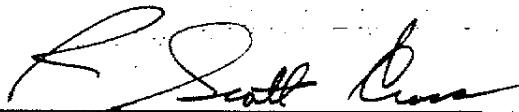
Re: Carriage Plaza, LLC
Highpointe Farm, LLC

Gentlemen:

Enclosed please find original and one copy of Articles of Organization for the above-referenced limited liability companies, together with our check for \$250.00 to cover the filing fees.

Please process these filings at your earliest convenience.

Very truly yours,



R. Scott Cross
For the Firm

RSC/cap

Enclosures

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I

Name

The name of the Limited Liability Company is: **HIGHPOINTE FARM, LLC.**

ARTICLE II

Address

The street address of the principal office of the Limited Liability Company is 9122 NW County Road 225A, Ocala, Florida 34482; the mailing address of the Limited Liability Company is 6861 West Highway 40, Ocala, Florida 34482.

ARTICLE III

Registered Agent, Registered Office, and Registered Agent's Signature

The name and the Florida street address of the registered agent are: Joyce Skrob, 9122 NW County Road 225A, Ocala, Florida 34482.

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.

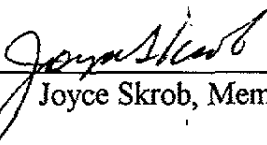


Joyce Skrob, Registered Agent

ARTICLE IV

Management

The Limited Liability Company is to be managed by one or more members and is therefore a member-managed company and not a manager-managed company.



Joyce Skrob, 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.

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