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LIMITED LIABILITY COMPANY

preserve at auburndale, llc

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 TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF
PRESERVE AT AUBURDALE, LLC

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under Chapter 608 of the Florida Statutes, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is: Preserve at Auburadale, LLC

SECOND: The Limited Liability Company shall continue until the occurrence of an event set forth in the Operating Agreement which causes the termination of the Limited Liability Company.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with Chapter 608 of the Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 901 Begonia Road, Celebration, Florida 34747, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is David Waronker.

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.

David Waronker

FIFTH: The mailing address and principal office of the Limited Liability Company is 901 Begonia Road, Celebration, Florida 34747.

SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member are: CBD Development, Inc., a New Jersey corporation, having an address at 901 Begonia Road, Celebration, Florida 34747.

SEVENTH: The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Capital contributions in addition to the initial contributions may be made at such times and in such amounts as may hereafter be agreed by the unanimous vote of the Members.

NINTH: The membership interests of the Members are evidenced by Certificates of Membership.

TENTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

ELEVENTH: The remaining Members of the Limited Liability Company, by the affirmative vote or consent of Members holding a majority of the Members' Percentage Interests (other than the Member who

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caused the Withdrawal Event), may continue the Limited Liability Company upon 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 Limited Liability Company.

TWELFTH: The names and addresses of the Members and Organizers of the Limited Liability Company are: CBD Development, Inc., having an address at 901 Begonia Road, Celebration, Florida 34747 (Managing Member); Mark Goitein, having an address at 1415 Trenton-Harbourton Road, Pennington, New Jersey 08534 (Member); and Charles Niessner, having an address at 19 Wilkins Station Road, Medford, New Jersey 08055 (Member).

THIRTEENTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization as of the date set forth below.


In the presence of:

CBD Development, Inc., a New Jersey corporation.


By: _____
David Waronker, President



print: Annie F. Berkowitz

print:


Mark Goitein


print: Patricia Calvez


print: Annie F. Berkowitz


print: Annie F. Berkowitz

print:


Charles Niessner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA, COUNTY OF Burlington, ss.

The foregoing instrument was executed and acknowledged before me on the 3 day of February, 2005, by David Waronker as President of CED Development, Inc., a New Jersey corporation, on behalf of the corporation.

[Signature]
print ANNIE F. BERKOWITZ

ANNIE F. BERKOWITZ
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Apr. 4, 2006

Notary Public
My commission expires: _____
Personally Known OR Produced Identification _____
Type of Identification Produced: _____

STATE OF NEW JERSEY, COUNTY OF Burlington, ss.

The foregoing instrument was executed and acknowledged before me on the 7 day of February, 2005, by Mark Goitein.

[Signature]
print ANNIE F. BERKOWITZ

ANNIE F. BERKOWITZ
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Apr. 4, 2006

Notary Public
My commission expires: _____
Personally Known OR Produced Identification _____
Type of Identification Produced: _____

STATE OF NEW JERSEY, COUNTY OF Burlington, ss.

The foregoing instrument was executed and acknowledged before me on the 11 day of February, 2005, by Charles Niessner.

[Signature]
print ANNIE F. BERKOWITZ

ANNIE F. BERKOWITZ
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Apr. 4, 2006

Notary Public
My commission expires: _____
Personally Known OR Produced Identification _____
Type of Identification Produced: _____

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