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Division of Corporations

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Fax Number : (352) 867-5787

LIMITED LIABILITY COMPANY

PADRON REAL ESTATE INVESTMENT, LLC

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**ARTICLES OF ORGANIZATION
OF
PADRON REAL ESTATE INVESTMENT, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be **PADRON REAL ESTATE INVESTMENT, LLC** ("Company").

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company shall be 1823 South Osceola Avenue, Orlando FL 32806.

ARTICLE III

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Michael E. Dean, Esq., 230 NE 25th Avenue, Suite 100, Ocala, FL 34470.

ARTICLE IV

**SIGNATURE OF A MEMBER OR AN AUTHORIZED
REPRESENTATIVE OF A MEMBER**

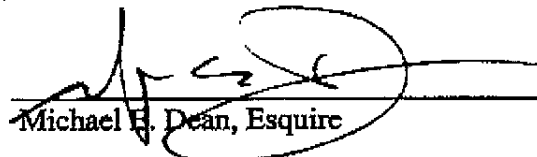
In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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SECRETARY
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F.M.E.L.

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IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these articles of organization at Ocala, Florida, on this 24th day of March, 2005.

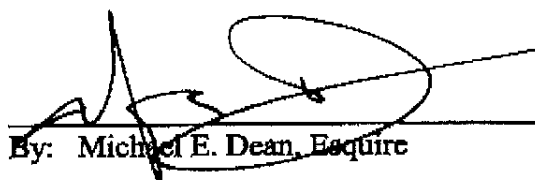


Michael E. Dean, Esquire

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **PADRON REAL ESTATE INVESTMENT, LLC**, I hereby accept the designation and agree to act as the Registered Agent of said Company.

Dated: March 24, 2005.



By: Michael E. Dean, Esquire

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