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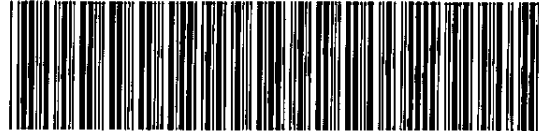
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 280694 81011A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 155.00

ORDER DATE : March 28, 2005

ORDER TIME : 11:06 AM

ORDER NO. : 280694-005

CUSTOMER NO: 81011A

CUSTOMER: Andrew J. Mayts, Jr., Esq
Holcomb & Mayts, P.a.

201 N. Armenia Ave.

Tampa, FL 33609

FILED
05 MAR 28 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: HILLSBOROUGH, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
HILLSBOROUGH, LLC

I, **JASON T. RAPPAPORT**, hereby file these Articles of Organization as an authorized representative of a member of **HILLSBOROUGH, LLC**, a Florida limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

ARTICLE I

HILLSBOROUGH, LLC

The name of the limited liability company to be formed hereunder is **HILLSBOROUGH, LLC**.

ARTICLE II

DATE OF EXISTENCE AND PERIOD OF DURATION

This limited liability company shall begin existence effective upon the filing of these Articles of Organization, and shall continue perpetually, unless so terminated in accordance with the Operating Agreement and any Regulations adopted by the members (collectively the "Operating Agreement").

ARTICLE III

PURPOSES

The purpose of the limited liability company is to engage in the purchase and sale of real estate and real estate management or other related services and products, either on its own or in conjunction with others, as well as to conduct any other lawful activities mutually agreeable to the Members.

ARTICLE IV

POWERS

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

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MAR 28 PM 4:29
HILLSBOROUGH, FLORIDA
STATE

ARTICLE V

MAILING ADDRESS AND PLACE OF BUSINESS

The address in Florida for the limited liability company is: 2506 S. MacDill Avenue, Suite A, Tampa, FL 33629.

ARTICLE VI
MANAGEMENT

The limited liability company shall be managed by a Board of Managers.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 201 North Armenia Ave., Tampa, Florida, 33609, and the name of its initial registered agent is Andrew J. Mayts, Jr., Esquire.

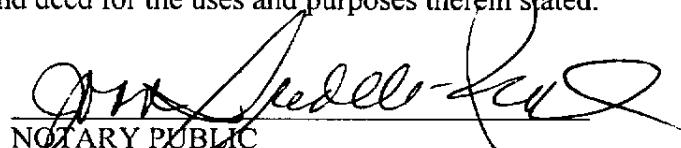
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 24 day of MARCH, 2005.


JASON T. RAPPAPORT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24 day of March, 2005, by **JASON T. RAPPAPORT**, who is personally known to me or produced _____ as identification, as an authorized representative of the members of **HILLSBOROUGH, LLC**, as his free act and deed for the uses and purposes therein stated.

JOAN IREDELL-REED
Notary Public, State of Florida
My Comm. Expires Mar. 16, 2008
No. DD301003


NOTARY PUBLIC
Commission Number: _____
My Commission Expires: _____

ARTICLES OF ORGANIZATION

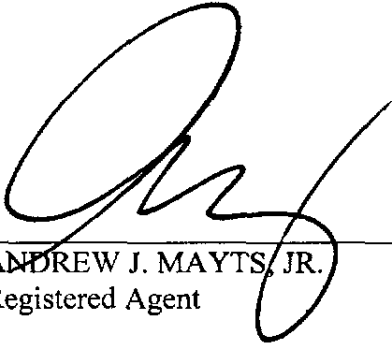
OF

HILLSBOROUGH, LLC

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of HILLSBOROUGH, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Signed this 24th day of March, 2005.

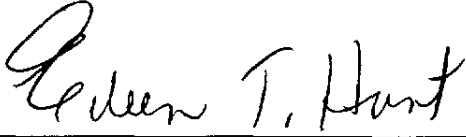


ANDREW J. MAYTS, JR.
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of March, 2005, by ANDREW J. MAYTS, JR., who is personally known to me, as Registered Agent for HILLSBOROUGH, LLC.





NOTARY PUBLIC
Commission Number: _____
My Commission Expires: _____

