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**ARTICLES OF ORGANIZATION
BROOKDALE BAY, LLC**

The undersigned, acting as organizer of Brookdale Bay, LLC, organized and created pursuant to Chapter 608, Florida Statutes hereby adopt the following Articles of Organization for said Florida limited liability company:

ARTICLE I: The name of the limited liability company shall be Brookdale Bay, LLC (the "LLC").

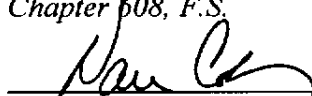
ARTICLE II: The mailing address and street address of the principal office of the LLC is:

Brookdale Bay, LLC
c/o, Tullamore Investments, LLC, Member/Manager
attn: Nace Cohen, Registered Agent
287 Burnt Pine Drive
Naples, FL 34119

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

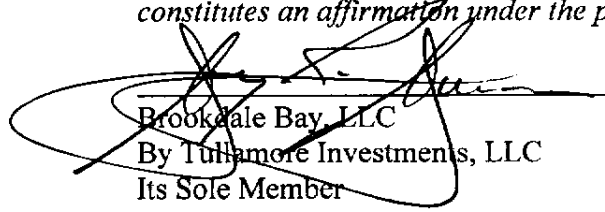
Nace Cohen, Registered Agent
287 Burnt Pine Drive
Naples, FL 34119

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.


By: Nace Cohen, Registered Agent

ARTICLE IV: This LLC is to be managed by one manager and is, therefore, a manager – managed company.

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.


Brookdale Bay, LLC
By Tullamore Investments, LLC
Its Sole Member
By Gary R. Gorman, Manager