

May-04-05

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Account Name : BAKER & HOSTETTLER LLP  
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LIMITED LIABILITY COMPANY

Millbrook Manor Acquisitions I, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
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Baker & Hostetler, LLP  
200 S. Orange Ave., Ste. 2300  
Orlando, Florida 32801  
(407) 649-4000

**ARTICLES OF ORGANIZATION  
OF  
MILLBROOK MANOR ACQUISITIONS I, LLC**

**ARTICLE I**

Name and Duration

The name of this Limited Liability Company is MILLBROOK MANOR ACQUISITIONS I, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

**ARTICLE II**

Principal Office

The mailing address and street address of the principal office of the Company is 215 Celebration Place, Suite 500, Celebration, Florida 34747, or such other place as the Members of the Company may determine from time to time.

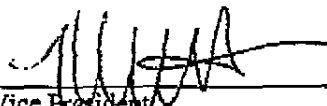
**ARTICLE III**

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 S. Orange Avenue, Suite 2300, City of Orlando, 32801. The name of the registered agent at such address is A.G.C. Co.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Organization at Orlando, Florida on this 4<sup>th</sup> day of May, 2005.

A.G.C. Co.

By:   
Its: Vice President

Kenneth C. Wright

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes Section 608.415, MILLBROOK MANOR ACQUISITIONS I, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is MILLBROOK MANOR ACQUISITIONS I, LLC.
2. The name and address of the registered agent and office is: A.G.C. Co., 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: May 4, 2005

A.G.C. Co.

By:   
Its: Vice President

Kenneth C. Wright

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