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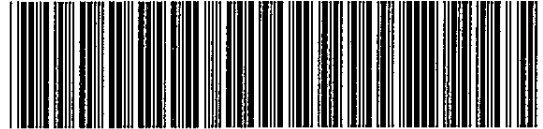
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2005 MAY -3 PM 1:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10:00AM MAY - 6 2005

CHEESEMAN AND PHILLIPS
Attorneys & Counsellors at Law

Stephen C. Cheeseman, P.A.
Jerrold K. Phillips, P.A.

701 S. Howard Avenue
Suite 202
Tampa, Florida 33606
813/223-4007
FAX 813/254-8045

April 22, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Hillsborough Havens, LLC

To Whom It May Concern:

Enclosed for filing are the original Articles of Organization for Hillsborough Havens, LLC. Please furnish me with a certified copy of the Articles. Please also provide me a Certificate of Status.

Enclosed is our check in the sum of \$160.00 for payment of the fees.

If you should require any additional fees, please feel free to contact me.

Thank you for your cooperation in this matter.

Yours truly,

Jerrold K. Phillips

JKP/dl
Enclosure(s)

Certified Mail
Return Receipt Requested

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2005 MAY -3 PM 1:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
HILLSBOROUGH HAVENS, LLC**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 HILLSBOROUGH HAVENS, LLC.

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the company is 3215 Chapin Avenue, Tampa, Florida 33619.

ARTICLE III – DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida are Jerrold K. Phillips, 3215 Chapin Avenue, Tampa, Florida 33619.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of

the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless 75% of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII – MEMBERS’ RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE IX – MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company are Jerrold K. Phillips, 3215 Chapin Avenue, Tampa, Florida 33619.

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are Jerrold K. Phillips, 3215 Chapin Avenue, Tampa, Florida 33619.

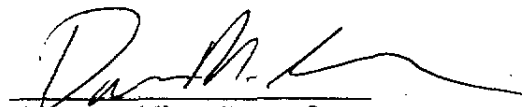
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Tampa, Florida, on this 22 day of April, 2005.

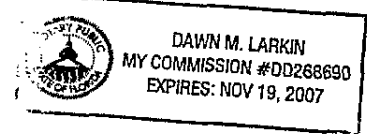


Jerrold K. Phillips

Sworn to and subscribed before me this 22 day of April, 2005 by
Jerrold K. Phillips.



Notary Public - State of
Florida
(Seal)



Personally known ☒ or
Produced identification _____
Type of identification _____
Produced _____

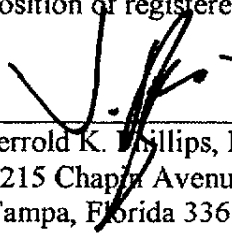
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, HILLSBOROUGH HAVENS, LLC, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is HILLSBOROUGH HAVENS, LLC.
2. The name and street address of the registered agent in Florida are Jerrold K. Phillips, 3215 Chapin Avenue, Tampa, Florida 33619.

The undersigned, being the person named in the articles of organization of HILLSBOROUGH HAVENS, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and 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 his duties, and is familiar with and accepts the obligations of the position of registered agent.



Jerrold K. Phillips, Registered Agent
3215 Chapin Avenue
Tampa, Florida 33619

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TALLAHASSEE, FLORIDA