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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 358070 10463A

AUTHORIZATION :

COST LIMIT : \$ 155

Patricia Pigott

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TALLAHASSEE, FLORIDA

ORDER DATE : May 6, 2005

ORDER TIME : 2:34 PM

ORDER NO. : 358070-005

CUSTOMER NO: 10463A

CUSTOMER: Nichole Allard, Legal Asst
Cohen Norris Scherer
Weinberger & Wolmer
Suite 400
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: TUSCAN VILLAS OF LAKE WORTH,
LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XXX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION OF
TUSCAN VILLAS OF LAKE WORTH, LLC**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I - Name:

The name of this limited liability company is TUSCAN VILLAS OF LAKE WORTH, LLC.

ARTICLE II - Duration:

This limited liability company shall become effective date of signing of these Articles of Organization with the Department of State, unless sooner terminated.

ARTICLE III - Address:

The mailing address and street address of the principal place of business of this limited liability company is 712 U.S. Highway One, Ste 400, North Palm Beach, FL 33408. This limited liability company may, at its discretion, change the address of its principal place of business.

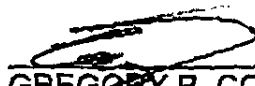
ARTICLE IV - Registered Agent:

The name and street address of the initial registered agent of this limited liability company is GREGORY R. COHEN, 712 U.S. Highway One, Ste 400, North Palm Beach, Florida 33408.

ARTICLE V - Management:

The limited liability company is to be managed by a manager and therefore shall be a manager-managed entity. The initial manager shall be James Paisley, 260 Fortuna Dr., Palm Beach Gardens, FL 33410.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 6th day of May, 2005.



GREGORY R. COHEN, Agent
For Manager

FILED
05 MAY - 6 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

That **TUSCAN VILLAS OF LAKE WORTH, LLC**, a Florida Limited liability
company, with its registered office at 712 U.S. Highway One, Ste 400, North Palm
Beach, FL 33408, has named **GREGORY R. COHEN**, at the same address, as its
initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-
stated limited liability company at the place designated in this Certificate, I hereby
accept to act in such capacity and agree to comply with the applicable provisions of law.

By: 
GREGORY R. COHEN,
Registered Agent


STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing Instrument was acknowledged before me this 6th day of May,
2005 by **GREGORY R. COHEN**, who is personally known to me or who has produced
Florida State Driver's License Number _____ as identification
and who did () or did not (✓) take an oath.

Executed this 6th day of May, 2005.



LLCertificateTUSCANVILLASPLEYGRG


Signature of Notary
Printed Name:
My Commission Expires:
My Commission Number: