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Division of Corporations

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LIMITED LIABILITY COMPANY

WFI FL THREE, LLC

Certificate of Status	0
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DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION OF WFL THREE, LLC
a Florida limited liability company

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - Name:

The name of the limited liability company is: WFL THREE, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is: 8475 East Hartford Drive, Suite 201, Scottsdale, Arizona 85255.

ARTICLE III - Duration:

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

ARTICLE IV - Members:

Initially, the limited liability company has one (1) member whose name and address is:

Albert J. Wareing
28700 N 83rd Street
Scottsdale, AZ 85262

The right, if given, of the member(s) to admit additional members and the terms and conditions of the admissions shall be that each existing member must consent in writing to admit any additional member.

ARTICLE V - Management:

The limited liability company is to be managed by its member and the name and address of the managing member is:

Albert J. Wareing
28700 N 83rd Street
Scottsdale, AZ 85262

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ARTICLE VI - Members' Rights to Continue Business

The remaining member(s) of the limited liability company is/are hereby given the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VII - Registered Agent

The name and street address of the initial Registered Agent is David G. Murray, 1401 East Broward Blvd, Suite 200, Fort Lauderdale, FL 33301.

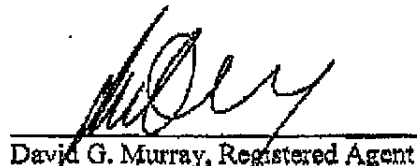
IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 11 day of May, 2005.

**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of WFI FL THREE, LLC, a Florida limited liability company (the "Company") in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned 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 the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 12 day of May, 2005.


David G. Murray, Registered AgentSECRETARY OF STATE
PALM BEACH COUNTY, FLORIDA

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