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Law Offices Of
JEFFREY A. LEVINE, P.A.

4000 NORTH FEDERAL HIGHWAY
SUITE 201
BOCA RATON, FLORIDA 33431

JEFFREY A. LEVINE

TELEPHONE (561) 392-8388
FACSIMILE (561) 392-1313

May 20, 2005

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

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05 MAY 24 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Vistancia II, LLC

Ladies or Gentlemen:

Enclosed is an original and one copy of the Articles of Organization and a check for \$125.00 representing the filing fee and Registered Agent Designation.

Please return a copy of the Articles, with the appropriate Certificate to our office at your earliest opportunity.

Cordially yours,


Jeffrey A. Levine

JAL\bks
enclosures

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ARTICLES OF ORGANIZATION
OF
VISTANCIA II, LLC

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 Vistancia II, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be c/o Jeffrey A. Levine, P.A., 4000 N. Federal Highway, Suite 201, Boca Raton, Florida 33431.

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is Jeffrey A. Levine, P.A., 4000 N. Federal Highway, Suite 201, Boca Raton, Florida 33431.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company in the form of cash only. The Operating Agreement of the Company may provide additional restrictions concerning such contributions.

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make such additional capital contributions to the Company as required from time to time, as established by the Operating Agreement of the Company.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Initially, this shall be a Multi-Member LLC. Subsequently, additional members shall be admitted to the Company in accordance with the Operating Agreement of the Company and on such terms and conditions as shall be determined by the Operating Agreement. A member may transfer his or her interest in the Company as set forth in the Operating Agreement 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 the managers of the company approve same.

ARTICLE VIII - TERMINATION OF EXISTENCE

The remaining members of the Company shall continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or on the occurrence of any other event which would terminate the membership of a member in the Company.

ARTICLE IX - MANAGEMENT

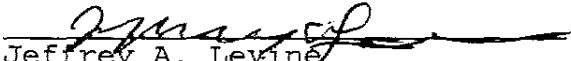
The Company shall be managed by one or more managers in accordance with the Operating Agreement to be adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and addresses of the initial managing members of the Company are Gordon Homes, Inc., a Florida corporation, and Gary Gordon both of 3839 NW Boca Raton Blvd, Suite 100-A, Boca Raton, Florida 33431.

ARTICLE X - VOTING

All members of the Company shall be entitled to vote on matters relating to the Company, as may be provided in the Operating Agreement.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, authorized representative of a member, has made and subscribed these articles of organization at Boca Raton, Florida, on May 23, 2005, and affirms under penalty of perjury that the facts stated therein are true.


Jeffrey A. Levine


(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.)

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23 day of May, 2005, by Jeffrey A. Levine, who

- (☒) is personally known to me;
() has produced a Florida Driver License as identification; or
() has produced _____ as identification.


Notary Public

Print Name: _____

Serial No.: _____

My commission expires: _____

(Notary Seal)



Betsy K. Stevens

Commission # DD350598

Expires: OCT. 10, 2008

Bonded Through

Atlantic Bonding Co., Inc.


RECORDS SECTION
TALLAHASSEE, FLORIDA

5 MAY 24 PM 3:54

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Vistancia II, 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 or her duties, and is familiar with and accepts the obligations of the position or registered agent.


Jeffrey A. Levine
Registered Agent
4000 N. Federal Highway
Suite 201
Boca Raton, Florida 33431

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA