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06/01/2005 WED 09:57 FAX FALLACE & LARKIN, LLC

001/002

Division of Corporations

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**Florida Department of State
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LIMITED LIABILITY COMPANY

M.H. Williams Condominium Construction III, LLC

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ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is M.H. Williams Condominium Construction III, LLC.

ARTICLE II - ADDRESS

Principal Office Address:

2287 W. Eau Gallie Blvd., Ste. A
Melbourne, FL 32935

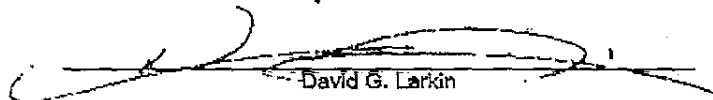
Mailing Address:

2287 W. Eau Gallie Blvd., Ste. A
Melbourne, FL 32935

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

David G. Larkin
Fallace & Larkin, L.C.
1900 S. Hickory Street, Ste. A
Melbourne, FL 32901

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


David G. Larkin

ARTICLE IV - MANAGER(S) OR MANAGING MEMBER(S)

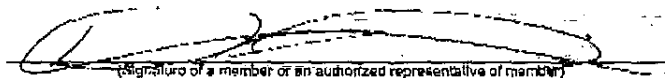
The name and address of each Manager or Managing Member is as follows:

Title
"MGR" = Manager
"MGRM" = Managing Member

Name and Address

MGRM

Michael H. Williams
2287 W. Eau Gallie Blvd., Ste. A
Melbourne, FL 32935


(Signature of a member or an authorized representative of member)

(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.)

David G. Larkin
(Printed Name)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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