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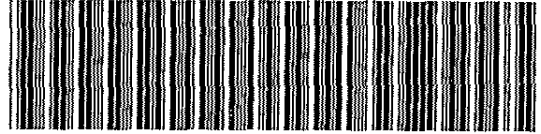
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUN - 1 PM 3:00

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May 27, 2005

VIA U.S. MAIL

Brenda Tadlock
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Subject: Rio Colony, LLC
Fillmore Developers, LLC
Oakbrook Ranches, LLC

The enclosed Articles of Organization and fees are submitted for filing for the above three separate limited liability companies. I have enclosed the filing fees of \$125 for each filing or a total of \$375.

Please return all correspondence concerning this matter to the following:

Robert D. Rubin
Apex Capital Corporation
13040 Old Cutler Road
Miami, FL 33156

For additional information concerning this matter, please call: Robert D. Rubin at (786) 331-3391.

Sincerely,



Robert D. Rubin

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

Article I

Name:

The name of the Limited Liability Company is:

Rio Colony, LLC

Article II

Address:

The street address of the Limited Liability Company is:

13040 Old Cutler Road
Miami, FL 33156

The mailing address of the Limited Liability Company is:

13040 Old Cutler Road
Miami, FL 33156


Article III

Registered Agent, Registered Office & Registered Agent's Signature:

The name and Florida street address of the registered agent is:

Robert D. Rubin
13040 Old Cutler Road
Miami, FL 33156

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.



Robert D. Rubin, Registered Agent

05 JUN - 1 PM 3:00
F.L.L.C.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Article IV
Managing Member

The name and address of the Managing Member is as follows:

Managing Member

Apex Capital Corporation
13040 Old Cutler Road
Miami, FL 33156

A handwritten signature in black ink, appearing to read "Robert D. Rubin", is written over a horizontal line.

Robert D. Rubin, President

(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)