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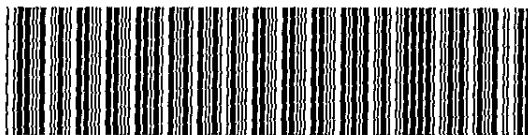
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Duato-Zephyrhills, L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert K. Eddy
(Name of Person)

Eddy & Rothburd, P.A.
(Firm/Company)

808 W. DeLeon Street
(Address)

Tampa, FL 33606
(City/State and Zip Code)

For further information concerning this matter, please call:

Robert K. Eddy at (813) 251-8800
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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EDDY & ROTHBURD, P.A.

ATTORNEYS AT LAW

808 WEST DE LEON STREET
TAMPA, FL 33606-2722

ROBERT K. EDDY
CRAIG E. ROTHBURD

Telephone: (813) 251-8800
Telecopier: (813) 251-5042
Sender's email: reddy@e-rlaw.com

June 2, 2005

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Duato-Zephyrhills, L.L.C.
Our File No.: 5198

Dear Sirs:

Enclosed please find the following:

1. Original and one copy of the Articles of Organization;
2. Transmittal Letter;
3. Check in the amount of \$125.00 for filing fee.

Please proceed to file the Articles of Organization and provide us with a stamped copy for our file.

Thank you.

Very Truly Yours,

EDDY & ROTHBURD, P.A.

Robert K. Eddy, Esquire

RKE/bc
Encls.

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TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of this Limited Liability Company is **DUATO-ZEPHRYHILLS, L.L.C.**

ARTICLE II

DURATION

This Limited Liability Company shall exist for a period of thirty-five (35) years commencing on the date of the filing of these Articles of Organization with the Florida Department of State.

ARTICLE III

PURPOSE

This Limited Liability Company is created for the purpose of acquiring, holding and managing real estate, as well as transacting any and all other lawful business as may be agreed upon from time to time by its members.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Limited Liability Company shall be 6708 Surfside Blvd., Apollo Beach, Florida 33572-3038.

The initial Registered Agent of the Limited Liability Company shall be Robert K. Eddy, c/o Eddy & Rothburd, P.A., 808 W. DeLeon Street, Tampa, FL 33606.

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ARTICLE V

MANAGEMENT OF BUSINESS

The management of this Limited Liability Company shall be vested in its members in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. Decisions shall be by a majority vote.

The names and address of the member of this Limited Liability Company is:

Myra Duato
6708 Surfside Blvd.
Apollo Beach, FL 33572-3038

ARTICLE VI

REGULATIONS

At the time of executing these Articles of Organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with the laws of the State of Florida or these articles. The power to alter, amend or repeal these regulations shall be vested in the members of this company as decided by a majority vote.

ARTICLE VII

TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred or assigned, voluntarily or involuntarily, **only with the unanimous written consent of all the remaining members of the Limited Liability Company**. The transferee of interest of any member shall have no right to participate in the management of the business and the affairs of the Limited Liability Company or to become a member without unanimous written consent of all of the

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remaining members. The transferee shall be entitled to receive only the share of profits or other compensation by way of income or return of contributions to which that member otherwise would be entitled.

ARTICLE VIII

PROFITS AND LOSSES

The members of this Limited Liability Company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his or her distributive share of the profits according to his or her pro rata contribution to capital and interest in the Limited Liability Company. Losses shall be passed through to each member in the same proportion according to his or her pro rata interest in the company.

ARTICLE IX

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company shall cease doing business and its existence shall terminate unless the remaining members, by written unanimous consent, agree to the continuation of the business.

ARTICLE X

AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by the unanimous vote in interest of the members, and the amendments shall then be filed, with the Florida Department of State after being duly executed by each of the members of the Limited Liability Company. All members of the Limited Liability Company agree to abide by the unanimous decision and agree to execute such

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amendments for the purpose of filing them with the Florida Department of State.

IN WITNESS WHEREOF, Myra Duato, a member of Duato-Zephyrhills, L.L.C., has executed these Articles of Organization on this 26TH day of MAY, 2005.

By:


Myra Duato

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Myra Duato, to me well known to be the person described in and who executed the foregoing Articles of Organization, for the purposes stated therein, and that he acknowledged to me that he executed the same freely and voluntarily.

THE FOREGOING instrument was acknowledged before me this 26TH day of MAY, 2005, who is personally known to me or who has produced FLORLIC as identification.


NOTARY PUBLIC
My Commission Expires: 3/23/08



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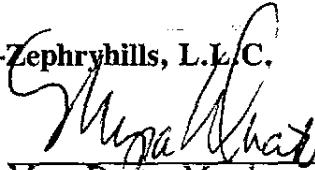
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statutes Chapter 48, the following is submitted:

Duato-Zephyrhills, L.L.C., with its principal place of business at 6708 Surfside Blvd., Apollo Beach, FL 33572-3038 has named Robert K. Eddy, c/o Eddy & Rothburd, P.A., at 808 W. DeLeon Street, Tampa, FL 33606 as its agent to accept service of process within the State of Florida.

Duato-Zephyrhills, L.L.C.

By:


Myra Duato, Member

ACKNOWLEDGMENT OF REGISTERED AGENT

This Acknowledgment of Registered Agent is made pursuant to Florida Statute Chapter 608.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in the certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 608, of the Florida Statutes, relative to keeping open the above office address for the purpose of service of process.


Robert K. Eddy

Dated this 2 day of June 2005.