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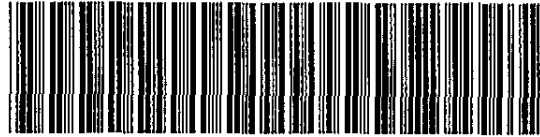
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NAME: BENTLEY REAL ESTATE INVESTORS III, LLC

TYPE OF FILING: ARTICLES OF ORGANIZATION

COST: \$125 + \$30= \$155

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AUTHORIZATION: ABBIE/PAUL HODGE



ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida Limited Liability Company is:

Bentley Real Estate Investors III, LLC

Article II. Address

The Company's street and mailing address is:

**Stephen R. Donaldson
36408 Trilby Rd.
Dade City, FL 33523**

Article III. Registered Agent

The name and Street Address of the Company's registered agent is:

**Stephen R. Donaldson
36408 Trilby Road
Dade City, FL 33523**

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Registered Agents Ltd.
1220 North Market Street, Suite 804
Wilmington, DE 19801
800-441-5940

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Article V. Management

This will be a member-managed company. The name and address of the initial member(s) is:

Mr. Stephen R. Donaldson, 36408 Trilby Rd., Dade City, FL 33523

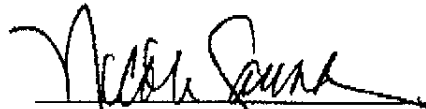
Mr. Stephen P. Donaldson, P.O. Box 736, Trilby, FL 33593

Mr. Christopher D. Donaldson, 36414 Trilby Rd., Dade City, FL 33523

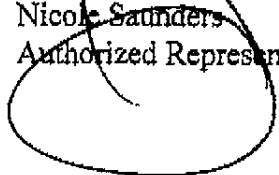
Article VI. Company Existence

The Company's existence shall begin effective upon filing of this document.

The undersigned authorized representative of a member executed these Articles of Organization on June 10, 2005.



Nicole Saunders
Authorized Representative



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

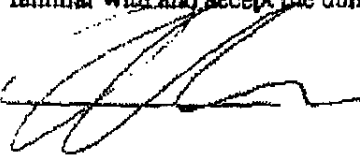
CORPORATION:

Bentley Real Estate Investors III, LLC

REGISTERED AGENT/OFFICE

**Stephen R. Donaldson
36408 Tribby Road
Dade City, FL 33523**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate.
I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Date: 1006/10/05

**Registered Agents, Ltd.
1220 North Market Street, Suite 804
Wilmington, DE 19801
800-441-5940**