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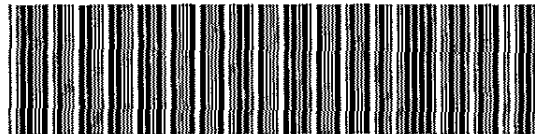
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TALLAHASSEE, FLORIDA

HOLCOMB & MAYTS, P.A.

Attorneys And Counselors at Law
106 S. TAMPANIA AVE., STE 200
TAMPA, FLORIDA 33609
Phone: (813) 874-8800
Fax: (813) 874-8700

VICTOR W. HOLCOMB

ANDREW J. MAYTS, JR.

June 16, 2005

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: HPD Townhomes, LLC St. Pete Times Townhomes, LLC
Our File No.: 1136.00 Our File No.: 1137.00

MacDill Office, LLC
Our File No.: 1134.00

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the Articles of Organization for each of the above referenced entities. LLC. Please file and record the originals of the Articles of Organization and use the extra copies to return to the undersigned as certified copies.

Also enclosed are our firm checks in the amount of \$155.00 for each LLC, which represents the following:

Filing Fee	\$100.00
Certified Copy	30.00
Registered Agent Designation	<u>25.00</u>
TOTAL	\$155.00

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

HOLCOMB & MAYTS, P.A.

Andrew J. Mayts, Jr.
Andrew J. Mayts, Jr.

AJM:eth
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

ST. PETE TOWNHOMES, LLC

I, **JASON RAPPAPORT**, hereby file these Articles of Organization as an authorized representative of a member of the ST. PETE TOWNHOMES, LLC, a Florida limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

ARTICLE I

ST. PETE TOWNHOMES, LLC

The name of the limited liability company to be formed hereunder is ST. PETE TOWNHOMES, LLC.

ARTICLE II

DATE OF EXISTENCE AND PERIOD OF DURATION

This limited liability company shall begin existence effective upon the filing of these Articles of Organization, and shall continue perpetually, unless so terminated in accordance with the Operating Agreement and any Regulations adopted by the members (collectively the "Operating Agreement").

ARTICLE III

PURPOSES

The purpose of the limited liability company is to engage in the purchase and sale of real estate and real estate management or other related services and products, either on its own or in conjunction with others, as well as to conduct any other lawful activities mutually agreeable to the Members.

ARTICLE IV

POWERS

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

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ARTICLE V

MAILING ADDRESS AND PLACE OF BUSINESS

The address in Florida for the limited liability company is: 2506 S. MacDill Ave., Suite A, Tampa, FL 33609.

ARTICLE VI
MANAGEMENT

The limited liability company shall be managed by a Board of Managers.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 201 N. Armenia Ave., Tampa, Florida, 33609, and the name of its initial registered agent is Andrew J. Mayts, Jr., Esquire.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 13 day of June, 2005.


JASON RAPPAPORT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13 day of June, 2005, by **JASON RAPPAPORT**, who is personally known to me or produced as identification, as an authorized representative of the members of **ST. PETE TOWNHOMES LLC**, as his free act and deed for the uses and purposes therein stated.

JOAN IREDELL-REED
Notary Public, State of Florida
My Comm. Expires Mar. 16, 2008
No. DD301003


NOTARY PUBLIC

Commission Number: _____

My Commission Expires: _____

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

ST. PETE TOWNHOMES, LLC

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ST. PETE TOWNHOMES, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Signed this 16 day of June, 2005.

ANDREW J. MAYTS, JR.
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of June, 2005, by ANDREW J. MAYTS, JR., who is personally known to me, as Registered Agent for ST. PETE TOWNHOMES, LLC.



NOTARY PUBLIC
Commission Number:
My Commission Expires:

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JUN 20 AM 10:32
NOTARY PUBLIC
STATE OF FLORIDA
HILLSBOROUGH COUNTY