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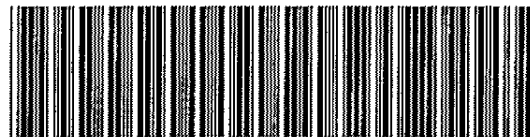
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# 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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2005 JUN 20 A 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

OF

### MACDILL OFFICE, LLC

I, **JASON RAPPAPORT**, hereby file these Articles of Organization as an authorized representative of a member of the MACDILL OFFICE, 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

### MACDILL OFFICE, LLC

The name of the limited liability company to be formed hereunder is MACDILL OFFICE, 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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TALLAHASSEE, FLORIDA

ARTICLE V

MAILING ADDRESS AND PLACE OF BUSINESS

The address in Florida for the limited liability company is: 2506 S. MacDill Avenue, Suite A, Tampa, FL 33629.

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 8 day of JUNE, 2005.

  
JASON RAPPAPORT

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH


The foregoing instrument was acknowledged before me this 8th 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 **MACDILL OFFICE, LLC**, as his free act and deed for the uses and purposes therein stated.

2005 JUN 20 4:10:34  
STATE  
SECRETARY OF  
TALLAHASSEE, FLORIDA

FILED



Linda Dunkerley  
MY COMMISSION # DD077042 EXPIRES  
December 18, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

  
NOTARY PUBLIC  
Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

ARTICLES OF ORGANIZATION

OF

MACDILL OFFICE, LLC

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of MACDILL OFFICE, 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.

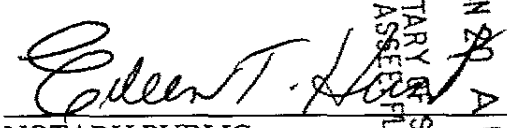
Signed this 16 day of June, 2004.

  
ANDREW J. MAYTS, JR.  
Registered Agent

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of June, 2005, by ANDREW J. MAYTS, JR., who is personally known to me, as Registered Agent for MACDILL OFFICE, LLC.



  
NOTARY PUBLIC  
Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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NOTARY PUBLIC  
TALLAHASSEE  
FLORIDA