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(Requestor's Name)

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PICK-UP WAIT MAIL

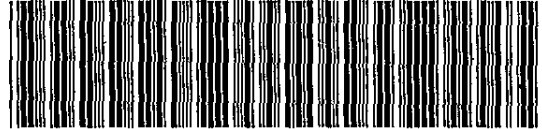
(Business Entity Name)

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DIVISION OF CORPORATIONS
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KEVIN I. DOWNEY

ATTORNEY AT LAW

2631 N.W. 41st STREET, SUITE B-2
GAINESVILLE, FLORIDA 32606

(352) 373 - 4554

Fax: (352) 338-1229

July 13, 2005

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

Re: Russell Brothers Lake Properties, L.L.C.

Gentlemen:

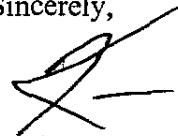
I am enclosing herewith an original and a copy of the Articles of Organization for the above named limited liability company. In addition, a check in the sum of \$155.00 is enclosed which represents the following fees:

Filing Fee	\$125.00
Certified Copy	\$ <u>30.00</u>
Total	<u>\$155.00</u>

Please file the original of the enclosed Articles of Organization and return a certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Sincerely,



Kevin I. Downey

Enclosures

xc: A. Russell

ARTICLES OF ORGANIZATION

OF

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Russell Brothers Lake Properties, L.L.C.

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The undersigned person, seeking to form a limited liability company under the Florida Statutes, Chapter 608, hereby executes the following Articles of Organization.

I NAME. The name of the limited liability company shall be:
Russell Brothers Lake Properties, L.L.C. ("Company").

II ADDRESS. The initial mailing address and street address of the principal office of the Company shall be 590 SE 80th Street, Ocala, Florida 34480-6196.

III DURATION. The Company shall commence upon filing of these Articles of Organization with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved as provided in these Articles of Organization.

IV REGISTERED OFFICE AND AGENT. The name of the initial registered agent of the Company in the State of Florida is Kevin I. Downey and the street address of the registered office of the Company is 2631-B N.W. 41st Street, Gainesville, Florida 32607.

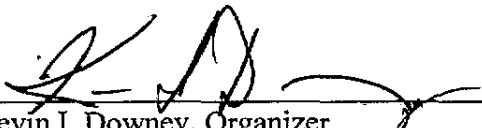
V CAPITAL CONTRIBUTIONS. The members of the Company will contribute to the capital of the Company in cash or property. Each member may make additional capital contributions to the Company upon the unanimous consent of all the members.

VI ADMISSION OF NEW MEMBERS. No additional members shall be admitted to the Company without the written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as may be set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company, other than the member proposing to dispose of his or her interest, approves of the proposed transfer by written consent.

VII TERMINATION OF EXISTENCE. The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company. However, the business of the Company may be continued by the consent of all the remaining members.

VIII MANAGEMENT. The Company shall be a manager-managed company in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 13th day of July, 2005.


Kevin I. Downey, Organizer

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing Articles of Organization, 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.

Dated: July 13th, 2005.


Kevin I. Downey, Registered Agent

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