

Florida Department of State
Division of Corporations
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From:

Account Name : C T CORPORATION SYSTEM
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M. HODGES

LIMITED LIABILITY COMPANY

Benton Meritage GP, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
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**ARTICLES OF ORGANIZATION
OF
BENTON MERITAGE GP, LLC**

ARTICLE I

The name of the limited liability company is Benton Meritage GP, LLC (the "Company").

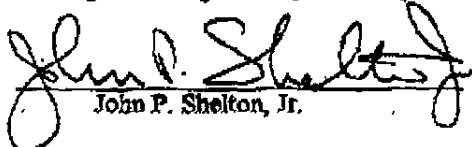
ARTICLE II

The mailing address and street address of the principal office of the Company is 4481 Legendary Drive, Suite 100, Destin, Florida 32541.

ARTICLE III

The name and the Florida street address of the registered agent are John P. Shelton, Jr., 4481 Legendary Drive, Suite 100, Destin, FL 32541.

Having been named as registered agent and to accept service of process for the Company at the place designated in this certificate, 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 as provided for in Chapter 608, Florida Statutes.

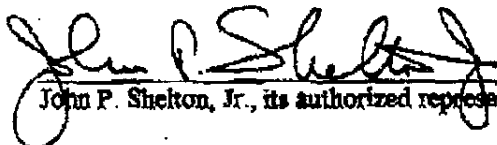

John P. Shelton, Jr.

ARTICLE IV

The name and address of the managing member of the Company is John P. Shelton, Jr., 4481 Legendary Drive, Suite 100, Destin, Florida 32541.

IN ACCORDANCE with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

AUTHORIZED REPRESENTATIVE


John P. Shelton, Jr., its authorized representative