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(Requestor's Name)

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PICK-UP WAIT MAIL

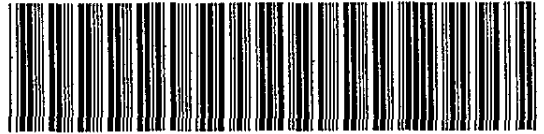
(Business Entity Name)

(Document Number)

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08/01/05--01040--005 **78.75

08/11/05--01040--005 **46.25

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

2005 AUG 11 PM 2:09

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W05-36861
J. BRYAN AUG - 4 2005

J. BRYAN AUG 11 2005

WALTER E. FOSTER III, P. A.
ATTORNEY AT LAW

315 SOUTH PALMETTO AVENUE
DAYTONA BEACH, FLORIDA 32114

TELEPHONE
(386) 252-7634
FAX
(386) 254-7515

July 27, 2005

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Attn: Filing section

Re: Valencia Oaks, L.L.C.

Dear Secretary of State:

Enclosed please find original and original copy of Articles of organization, together with check in the amount of \$78.75 for filing fee.

Thank you for your attention to this matter and if you should have any questions, please contact me.

Sincerely,

Janet M. Crowder
Secretary to Walter E. Foster, III

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 4, 2005

JANET M. CROWDER
WALTER E. FOSTER III, P.A.
315 SOUTH PALMETTO AVENUE
DAYTONA BEACH, FL 32114

SUBJECT: VALENCIA OAKS, L.L.C.
Ref. Number: W05000036861

We have received your document for VALENCIA OAKS, L.L.C. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$46.25.

If you are requesting certification please enclosed the extra fees.,

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 305A00050275

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

WALTER E. FOSTER III, P. A.
ATTORNEY AT LAW

315 SOUTH PALMETTO AVENUE
DAYTONA BEACH, FLORIDA 32114

TELEPHONE
(386) 252-7634
FAX
(386) 254-7515

August 10, 2005

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Attn: Filing section

Re: VALENCIA OAKS, LLC
Ref. Number: W05000036861

Dear Secretary of State:

Enclosed please find check in the amount of \$46.25 for the balance of the filing fee.

Thank you for your attention to this matter and if you should have any questions, please contact me.

Sincerely,

Janet M. Crowder
Secretary to Walter E. Foster, III

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

VALENCIA OAKS, L.L.C.

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TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be VALENCIA OAKS, L.L.C. and its principal office shall be located at 6202 Oak River Terrace, City of Port Orange, County of Volusia, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these
1. To engage in any activity or business authorized under the Florida Statutes.
 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these

Articles to the same extent as a natural person might or could do.

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3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation, carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign, state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the

general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This company is a MANAGER MANAGED COMPANY. This limited liability company shall be managed by one (1) Manager. Management of this limited liability company is reserved to its member, whose names and addresses is as follows:

Ken Rupp
6202 Oak River Terrace
Port Orange, Florida 32127

liability company shall be managed by one (1) Manager. Management of this limited liability company is reserved to its member, whose names and addresses is as follows:

Ken Rupp
6202 Oak River Terrace
Port Orange, Florida 32127

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TALLAHASSEE, FLORIDA

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A members interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$ 1,000 cash shall be paid to the limited liability company by the one member in equal "membership units". Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal "membership units".

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive "membership unit" of the profits. The distributive "membership unit" of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being: 7-29-05.

(b) Losses. All losses that occur in the operation of the member shall be entitled to an equal distributive "membership unit" of the profits. The distributive "membership unit" of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being: 7-29-05.

(b) Losses. All losses that occur in the operation of the

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limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are in sufficient to cover such losses, by the members in equal "membership units".

ARTICLE VIII

DURATION

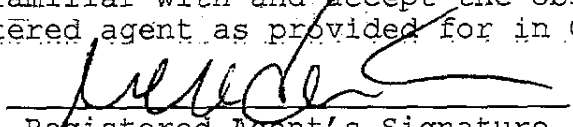
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

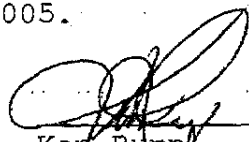
This address of the initial registered office of the limited liability company is 315 S. Palmetto Avenue, City of Daytona Beach (32114) State of Florida, and the name of the company's initial registered agent at that address is Walter S Foster III.

Having been named as registered agent and to accept service of process for the above stated limited liability 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, F.S.

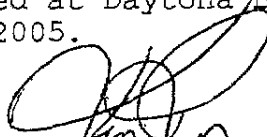

Registered Agent's Signature

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of VALENCIA OAKS, LLC.

Executed by the undersigned at Daytona Beach, Florida on this 29 day of July, 2005.


Ken Rupp

Executed by the undersigned at Daytona Beach, Florida on this 29 day of July, 2005.


Ken Rupp

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