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Keleske & Van Eepoel, PA

(813) 254-0025

P.1

Division of Corporations

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LIMITED LIABILITY COMPANY

PHOEBE PROPERTIES, LLC

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ARTICLES OF ORGANIZATION
OF
PHOEBE PROPERTIES, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be: PHOEBE PROPERTIES, LLC

ARTICLE II
ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company's principal office is 15732 Phoebe Park Avenue, Lithia, Florida 33547.

ARTICLE III
MANAGEMENT

The Company shall be member-managed.

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 15732 Phoebe Park Avenue, Lithia, Florida 33547, and the name of its initial registered agent is Karin W. Odom. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE V
ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of PHOEBE PROPERTIES, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 10 day of AUGUST, 2005.


KARIN W. ODOM, Authorized Agent

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ARTICLES OF ORGANIZATION OF
PHOEBE PROPERTIES, LLC

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of PHOEBE PROPERTIES, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 10 day of AUGUST, 2005.

Karin W. Odom
KARIN W. ODOM

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