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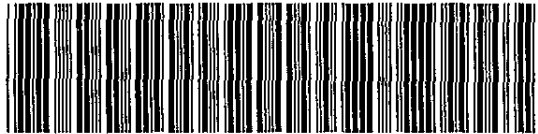
(Business Entity Name)

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LOS-83236
OK

Law Office of
CARL A. BERTOCH

7655 WEST GULF TO LAKE HWY.
SUITE 13
CRYSTAL RIVER, FLORIDA 34429

A Professional Association

PHONE: 352/564-8220
FAX: 352/564-0817
E-MAIL: cablaw1@atlantic.net

August 18, 2005

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Reference: Willow Creek of Ocala, L.L.C.

Gentlemen:

The enclosed Articles of Organization and fees are submitted for filing. Please return all correspondence concerning this matter to the following:

Carl A. Bertoch
Carl A. Bertoch, P.A.
7655 West Gulf to Lake Highway
Suite #13
Crystal River, Florida 34429

Enclosed is a check in the amount of \$130.00 to cover filing fee and Certificate of Status.

If there are any questions, do not hesitate to call.

Sincerely yours,

Carl A. Bertoch

Carl A. Bertoch

CAB:alt
Enclosures as stated

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**ARTICLES OF ORGANIZATION OF
WILLOW CREEK OF OCALA, L.L.C.**

The undersigned certifies that for the purpose of becoming a limited liability company under the laws of the State of Florida, and for providing for the formation, rights, privileges, and immunities of limited liability companies for profit, I declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAMES AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Willow Creek of Ocala, L.L.C., and its principal office shall be located at 13161 S.W. 2nd Court, Ocala, Florida 34473, County of Marion, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the member 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 Articles to the same extent as a natural person might or could do.
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 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

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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 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 member of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by the vote of the member of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by its member, whose name and address is as follows:

Jeff Gutapfel
13161 S.W. 2nd Court
Ocala, Florida 34473

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ARTICLE V

MEMBERSHIP RESTRICTIONS

The member shall have the right to admit new members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members if there should be more than one member.

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

\$1,900,000.00 shall be contributed to the limited liability company by the one (1) member. Additional contributions will be made as required for investment purposes, as determined by its member.

ARTICLE VII

PROFITS AND LOSSES

- (a) Profit Sharing. The member shall be entitled to the net profits 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. The profits shall be determined and paid to the member each year on such date as determined by the member.
- (b) Losses. All losses that occur in the operation of the 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 insufficient to cover such losses, by its member.

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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 its members.

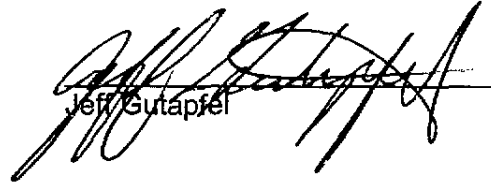
ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 7655 West Gulf to Lake Highway, Suite 13, City of Crystal River, County of Citrus, State of Florida, and the name of the company's initial registered agent at that address is Carl A. Bertoch.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Willow Creek of Ocala, LLC.

Executed by the undersigned at Ocala, Florida on 8-11-, 2005.


Jeff Gutapfel

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**STATEMENT DESIGNATING REGISTERED
AGENT AND OFFICE**

STATE OF FLORIDA

COUNTY OF CITRUS


Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Willow Creek of Ocala, LLC

The name of the registered agent for Willow Creek of Ocala, LLC is Carl A. Bertoch and the street address of the registered agent is 7655 West Gulf to Lake Highway, Suite 13, Crystal River, Florida 34429.

This statement is to acknowledge that, as indicated above, Willow Creek of Ocala, LLC has appointed me, Carl A. Bertoch, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Date: August 18, 2005


Carl A. Bertoch
Registered Agent

The foregoing instrument was acknowledged before me this 18th day of August 2005 by Carl A. Bertoch, agent on behalf of Willow Creek of Ocala, LLC, a limited liability company who is personally known to me or who produced _____ as identification.



Ann L. Tavano
Commission #DD272261
Expires: Jan 19, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

Ann L. Tavano
NOTARY PUBLIC

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