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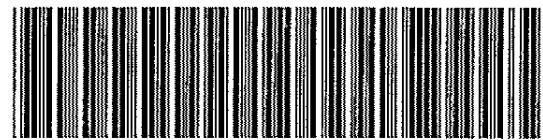
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08/23/05—01037—020 **155.00

BRUCE R. ABERNETHY, JR., P.A.
ATTORNEY AND COUNSELOR AT LAW
WEALTH STRATEGIES DESIGN, ESTATE PLANNING, AND TRUST/PROBATE ADMINISTRATION
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES SPECIALIST
900 VIRGINIA AVENUE, SUITE 6
FORT PIERCE, FLORIDA 34982

TELEPHONE (772) 489-4901

FAX (772) 489-4902

August 22, 2005

VIA FEDERAL EXPRESS
(800) 755-5111

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Hilson Apartments, LLC

Dear Sir/Madam:

Enclosed for filing you will find the following:

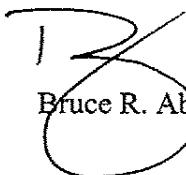
1. Articles of Organization of Hilson Apartments, LLC, a Florida Limited Liability Company.

We would appreciate your filing the Articles of Organization, and forwarding an acknowledgment copy to the attention of the undersigned.

Our check in the amount of \$155.00 for filing the Articles of Organization, Registered Agent Designation, and obtaining a certified copy are enclosed.

Please bill us for your services in your usual manner.

Sincerely,



Bruce R. Abernethy, Jr.

BRA/jlb
Enclosures

Articles of Organization

of

Hilson Apartments, LLC

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizers of a limited liability company, hereby adopt the following Articles of Organization for such Company:

Article I
Name

The name of the limited liability company is: **Hilson Apartments, LLC**.

Article II
Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III
Units of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership that Hilson Apartments, LLC is authorized to have outstanding is 1,000 units, all of which shall be identical units.

Section B. First Lien. The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

Section C. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section D. Right to Redeem Units. Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

Section E. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

Article IV
Registered Agent and Office

The address of the initial Registered Office of the Company is 1800 Old River Road, Ft. Pierce, FL 34982, and the name of its initial Registered Agent at such address is Daura H. Hilson.

Article V
Principal Office

The mailing address and street address of the principal office of the Company is 1800 Old River Road, Ft. Pierce, FL 34982.

Article VI
Organizer

The name and address of the organizer are:

Daura H. Hilson
1800 Old River Road
Ft. Pierce, Florida 34982

The organizer is a natural person over the age of twenty one years.

Article VII
Purpose and Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article VIII **Management**

The Company is to be managed by one or more Managers who shall be named pursuant to the Operating Agreement of the Company. The initial Manager of the Company, who shall serve as such until a successor is elected in accordance with the Operating Agreement of the Company, is:

<u>Office</u>	<u>Name and Address</u>
Manager	Daura H. Hilson 1800 Old River Road Ft. Pierce, Florida 34982

Article IX **Indemnification**

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Manager shall be adjudged liable to the Company.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Manager.

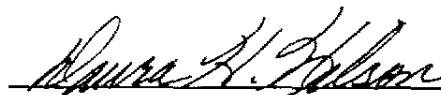
Article XI Amendment of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

(In accordance with section 608.408(3), Florida Statutes, the execution of this instrument constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

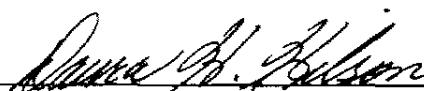
Signature of Organizer or authorized representative of Organizer:

Dated August 22, 2005.



Daura H. Hilson
Organizer

Having been appointed the registered agent of Hilson Apartments, LLC, I hereby accept the duties and responsibilities of this position.



Daura H. Hilson
Registered Agent

State of Florida

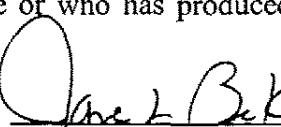
)

) ss.

County of St. Lucie

)

The foregoing instrument was acknowledged before me this August 22, 2005 by Daura H. Hilson, who is personally known to me or who has produced a Florida driver's license as identification.



Jane L. Brock
Notary Public in and for said State



Jane L. Brock
MY COMMISSION # DD170546 EXPIRES
February 12, 2007
BONDED THRU TROY FAIN INSURANCE, INC.