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Division of Corporations

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HOLLAND & KNIGHT

PAGE 01/03
Page 1 of 1

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Florida Department of State
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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

MacDill Lofts, LLC

Certificate of Status	0
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Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION
OF
MACDILL LOFTS, LLC

The undersigned authorized representative of the Member of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company shall be MacDill Lofts, LLC (the "Company").

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. ADDRESS OF PRINCIPAL OFFICE

The initial street address of the principal office of the Company shall be:

3324 S. MacDill Avenue
Tampa, FL 33629

ARTICLE V. MAILING ADDRESS

The mailing address of the Company shall be:

3324 S. MacDill Avenue
Tampa, FL 33629

ARTICLE VI. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

Brian H Christopher
3324 S. MacDill Avenue
Tampa, FL 33629

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ARTICLE VII. WITHDRAWAL

In the event of the withdrawal (within the meaning of §608.427, Florida Statutes) of a Member pursuant to the express terms of the operating agreement, the Member shall be entitled to receive only the distributions and other payments expressly provided for in the operating agreement, regardless of whether such distributions and other payments equal the fair value of such withdrawing Member's interest in the Company as of the date of resignation (within the meaning of §608.427, Florida Statutes) of the Member from the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the Member has executed these Articles of Organization on this ____ day of August, 2005.

By: 
Brian H. Christopher, as authorized
representative of the Member

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Registered Agent Acceptance

I hereby accept the appointment as registered agent of MacDill Lofts, LLC and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative 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.

Dated: August ____, 2005

By: 
Brian H. Christopher

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