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8/31/05
[Signature]

LAW OFFICES OF MARK F. DAHLE, P. A.

5150 SOUTH FLORIDA AVENUE
BUILDING A, SUITE 105 (33813)
POST OFFICE BOX 6629
LAKE LAND, FLORIDA 33807-6629

MARK F. DAHLE

ALSO ADMITTED TO PRACTICE IN
SOUTH CAROLINA AND BEFORE THE
UNITED STATES TAX COURT

MEMBER OF:
NATIONAL NETWORK OF ESTATE PLANNING ATTORNEYS
NATIONAL ACADEMY OF ELDER LAW ATTORNEYS
ACADEMY OF FLORIDA ELDER LAW ATTORNEYS
SOCIETY OF INTERNATIONAL PRACTITIONERS

TELEPHONE (863) 648-0100
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TOLL FREE (800) 801-2228

E-MAIL: DAHLELAW@VERIZON.NET

WEBSITE: MDABLELAW.COM

August 24, 2005

Florida Department of State
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FIRST CLASS MAIL

SUBJECT: Bauer Properties of Polk County, LLC

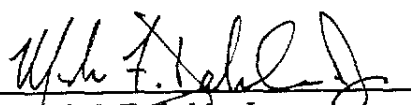
Dear Sir or Madam:

Enclosed for filing, please find duly executed, duplicate originals of the Articles of Organization for the above-referenced new Limited Liability Corporation, with attached Statement Designating Registered Agent and Acceptance of Registered Agent. Also enclosed is our check number 6223 in the amount of One Hundred Thirty-three Dollars and fifty cents (\$133.50), representing payment of the filing fee for and the Designation of Registered Agent, and one Certified Copy.

Please return the Certified Copy by First Class Mail in the self-addressed, stamped envelope provided herewith. Thank you for your assistance.

Respectfully yours,

Law Offices of Mark F. Dahle, P. A.

By 
Mark F. Dahle, Jr.

MFD/mfdjr
Enclosures
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**ARTICLES OF ORGANIZATION
OF
BAUER PROPERTIES OF POLK COUNTY, L.L.C.**

ARTICLE I

Name and Principal Place of Business

The name of this limited liability company is BAUER PROPERTIES OF POLK COUNTY, L.L.C.; the physical address of its principal office is 515 East Wabash Street, Bartow, Polk County, Florida 33830, and its mailing address is the same.

ARTICLE II

Purposes

This limited liability company is organized for the purpose of and shall have the power to engage in any activity or business authorized under the Florida Statutes and, 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.

ARTICLE III

Management and Exercise of Powers

Management of this limited liability company is reserved to the members. The names and addresses of the initial managing members are as follows:

Michael L. Bauer
515 East Wabash Street
Bartow, Florida 33830

Dennis C. Bauer
734 Maloney Lane
Orlando, Florida 32825

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The powers of this limited liability company shall be exercised by or under the authority of, and the business and affairs shall be managed under, the direction of the members of this limited liability company.

This Article may be amended from time to time in accordance with the regulations of this limited liability company by majority vote of the members.

ARTICLE IV

Duration

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

Upon the death, bankruptcy, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in this limited liability company, this limited liability company shall be dissolved except upon consent of all remaining members.

ARTICLE V

Membership

Except as provided otherwise in any applicable Members Agreement, new members of this

ARTICLES OF ORGANIZATION OF BAUER PROPERTIES OF POLK COUNTY, L.L.C.

limited liability company may only be admitted upon unanimous consent. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

Except as provided otherwise in any applicable Members Agreement, a member's interest in this limited liability company may not be sold, assigned, transferred, or conveyed without unanimous written consent of all members, and an assignee of an interest in this limited liability company may become a member only upon consent of all existing members.

ARTICLE VI
Capital Contributions

Initial capital contributions of real estate valued in the amount of One Hundred Thousand and no/100ths Dollars (\$100,000.00) shall be paid by deed of real estate to this limited liability company by the members. Additional contributions will be made as required and as determined by unanimous consent of the members and will be made in such proportionate amounts as to maintain the capital accounts in the same proportion as arose from the original contribution set forth above.

ARTICLE VII
Profits and Losses

- A. **Profits.** After payment of the expenses of this limited liability company, each member shall be entitled to a distributive share of the profits of this limited liability company in accordance with an agreed upon formula or, in the absence of such formula, in proportion to each members' then outstanding contributed and not returned capital. The distributive share of the profits shall be determined and paid to the members by December 31st of each year.
- B. **Losses.** Any losses which occur in the operation of this limited liability company shall be paid from the profits and capital of this limited liability company or, if the profits and capital are not sufficient to pay for these losses, by the members in proportion to their capital accounts.

ARTICLE VIII
Initial Registered Office and Registered Agent

The street address of the initial registered office of this limited liability company is 5150 South Florida Avenue, A-105, Lakeland, Florida 33813 and the name of the initial registered agent of this limited liability company at that address is Mark F. Dahle.

ARTICLE IX
Amendments

This limited liability company reserves the right to amend or repeal any provision contained in this Articles of Organization or any amendment thereto upon the affirmative vote of the members representing a majority of then outstanding contributed and not returned capital of this limited liability company.

IN WITNESS WHEREOF, the undersigned, being the original members of this limited liability company, certifies that this instrument constitutes the Articles of Organization of BAUER PROPERTIES

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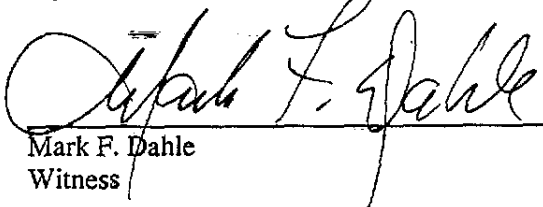
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ARTICLES OF ORGANIZATION OF BAUER PROPERTIES OF POLK COUNTY, L.L.C.

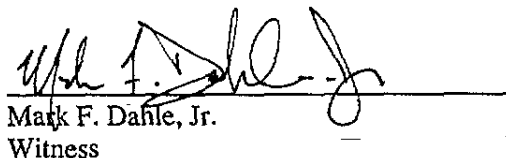
OF POLK COUNTY, L.L.C.

Executed this 24th day of August, 2005.

Signed sealed and delivered in the presence of:


Mark F. Dahle
Witness


MICHAEL L. BAUER

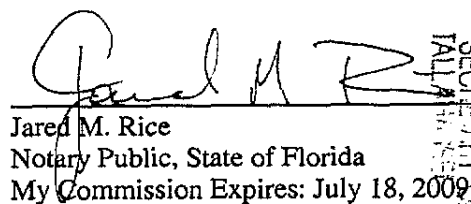

Mark F. Dahle, Jr.
Witness


DENNIS C. BAUER

STATE OF FLORIDA

COUNTY OF POLK

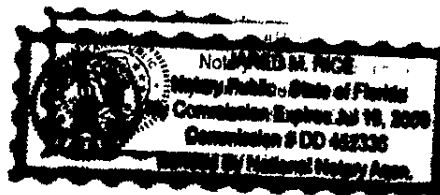
The foregoing instrument was acknowledged before me on the 24th day of August, 2005, by MICHAEL L. BAUER and DENNIS C. BAUER, who are personally known to me or who [X] have produced Florida Driver's Licenses as personal identification.


Jared M. Rice
Notary Public, State of Florida
My Commission Expires: July 18, 2009

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**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE
AND ACCEPTANCE OF REGISTERED AGENT**

STATE OF FLORIDA

COUNTY OF POLK

Pursuant to the provisions of Section 608.415, Florida Statutes, BAUER PROPERTIES OF POLK COUNTY, LLC, a Florida limited liability company, submits the following statement designating its registered office and registered agent in the State of Florida:

The name of the registered agent is MARK F. DAHLE and the street address of the initial registered office of this limited liability company is 5150 Florida Avenue South, Suite A-105, Lakeland, Florida 33813.

DATED this 27th day of August, 2005.

BAUER PROPERTIES OF POLK COUNTY, LLC

By: Michael L. Bauer
MICHAEL L. BAUER

ACKNOWLEDGMENT

I, MARK F. DAHLE, am the individual above named to accept service of process for the above-stated limited liability company at the address designated in this Statement. I hereby accept this appointment 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.

DATED this 27 day of August, 2005.

Signed sealed and delivered in the presence of:

Dennis C. Bauer
Witness Signature:
Print Name: Dennis C. Bauer

Jared M. Rice
Witness Signature:
Print Name: Jared M. Rice

Mark F. Dahle
MARK F. DAHLE


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STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me on the 24th day of August, 2005, by MARK F. DAHLE, who [] is personally known to me or who [x] has produced a Florida Driver's License as personal identification.



Jared M. Rice
Notary Public, State of Florida
My Commission Expires: July 18, 2009



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TALLAHASSEE, FLORIDA