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LIMITED LIABILITY COMPANY

The Ft. Ogden Ten, LLC

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FAX AUDIT #H05-217713

ARTICLES OF ORGANIZATION
OF
THE FT. OGDEN TEN, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does set forth the following:

ARTICLE I - NAME

The name of the Company is THE FT. OGDEN TEN, LLC.

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESS AND PLACE OF BUSINESS

The mailing address and street address of the principal place of the principal office of the Company in Florida is:

19 North Boulevard of the Presidents, #605
Sarasota, Florida 34236

ARTICLE IV - PURPOSE

The purposes of the Company shall be to own, improve, operate, lease, manage, construct, develop, convert to condominiums, and sell (in parts or in one bulk sale transaction) real estate, either directly or indirectly, and any business related thereto or useful in connection therewith, and any other lawful business purpose or activity permitted by the Florida Limited Liability Company Act (the "Act"). The Company shall have all powers of a limited liability company as provided in the Act, including authorization to purchase, mortgage, sell, lease, manage, construct, develop, convert to condominiums, renovate, operate, improve, alter, transfer, joint venture or otherwise convey and encumber all or any portion of the Company's property at any time and from time to time, and to do all other things necessary or appropriate to carry out the foregoing purposes.

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481
Atty Bar #0436879

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Under penalties of perjury I declare that I have read the foregoing Articles of Organization and that the facts alleged are true, to the best of my knowledge and belief.

Dated: September 13, 2005

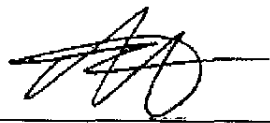
SEA GATE LAND HOLDINGS VIII, LLC, a Florida limited liability company

By: 
BRIAN H. MERRITT, Manager

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of THE FT. OGDEN TEN, LLC, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 13 day of September, 2005.


DAVID M. SILBERSTEIN, Registered Agent

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