

NOV-04-2005 19:15

GRAHAM CLARK JONES

407 647 3541

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Florida Department of State
Division of Corporations
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Account Name : GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS
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LIMITED LIABILITY COMPANY

ECP GEM, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
ECP GEM, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, *Florida Statutes*, does hereby certify as follows:

ARTICLE I - NAME

The name of the limited liability company is ECP GEM, L.L.C. (the "Company").

ARTICLE II - ADDRESS

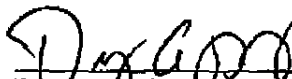
The mailing address and street address of the principal office of the Company is
175 Lookout Place
Suite 201
Maitland, Florida 32751

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The name and Florida street address of the registered agent are

Dudley Q. Sharp, Jr., Esq.
369 N. New York Avenue, 3rd Floor
Winter Park, Florida 32789

Having been named as registered agent and to accept service of process for NATIONAL GARDENS PROPERTIES, L.L.C., at the place designated in this certificate, I hereby accept the 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 as provided for in Chapter 608, *Florida Statutes*.

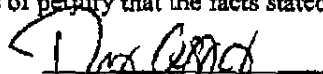

Dudley Q. Sharp, Jr.

ARTICLE IV - MANAGEMENT

The Company shall be managed by one or more managers who are not required to be members of the company. The initial manager and his address are stated below:

A. C. Leerdam
175 Lookout Place, Suite 201
Maitland, Florida 32751

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


Dudley Q. Sharp, Jr.
Authorized representative

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