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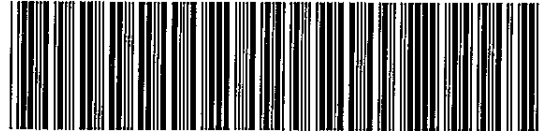
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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Lakes of DeSoto II, LLC

Signature

Requested by:

Name

Date

Time

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**ARTICLES OF ORGANIZATION OF
LAKES OF DESOTO II L.L.C.**

The undersigned certifies that he is acting as the organizing Member for the purpose of forming a limited liability company under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of limited liability companies for profit, to be effective as of January 3, 2006. The undersigned further certifies that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **LAKES OF DESOTO II, L.L.C.**, and its principal office shall be located at 5551 Luckett Road, in the City of Fort Myers, County of Lee, State of Florida 33905, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop,

improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III **INITIAL MEMBERSHIP**

Avi Harpaz shall be the initial member of the limited liability company.

ARTICLE IV **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V **MANAGEMENT**

The limited liability company shall be managed by not less than one (1) manager. The following is the name and address of the individual who shall initially serve as manager of the limited liability company until the first annual meeting of the members or until his successor is elected and qualifies in accordance with the regulations:

Avi Harpaz
5551 Luskett Road
Fort Myers, FL 33905

ARTICLE VI **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, or except as specified in a separate written agreement regarding purchase and sale executed by all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII **DISTRIBUTIONS**

The members shall be entitled to the net profits, as defined in the regulations, arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The distribution of the profits shall be determined as provided in the regulations of the company.

ARTICLE VIII **DURATION**

The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence for a term of fifty (50) years, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by members.

ARTICLE IX **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida 33901, and the name of the company's initial registered agent at that address is PETER J. GRAVINA, ESQUIRE.

The undersigned, being the organizing member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of LAKES OF DESOTO II, L.L.C.

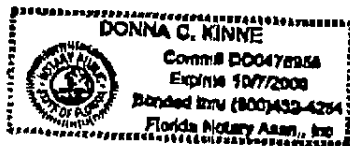
Executed by the undersigned at Fort Myers, Lee County, Florida, on the 4th day of January, 2006.

Avi Harpaz
AVI HARPAZ

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared AVI HARPAZ, who is personally known to me to be the person who made and subscribed to the foregoing Articles of Organization and who certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 4th day of January, 2006.



Donna C. Kinne
Signature of Notary Public
Print: DONNA C. KINNE
My Commission No. is: DD0478956
My Commission Expires: 10/07/09

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)

COUNTY OF LEE)

Pursuant to the provisions of Section 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is **LAKES OF DESOTO II, L.L.C.**

The name of the registered agent for **LAKES OF DESOTO II, L.L.C.** is **PETER J. GRAVINA, ESQUIRE**, and the street address of the registered office where the agent is located is 1833 Hendry Street, Fort Myers, Lee County, Florida 33901.

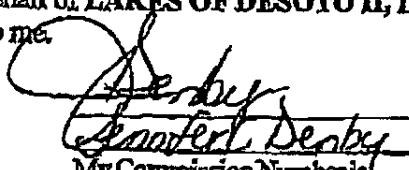
This statement is to acknowledge that, as indicated above, **LAKES OF DESOTO II, L.L.C.** has appointed me, **PETER J. GRAVINA, ESQUIRE**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent 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.

Dated: This 3rd day of January, 2005.



PETER J. GRAVINA, ESQUIRE
Registered Agent

The foregoing instrument was acknowledged before me this 3 day of January, 2006 by **PETER J. GRAVINA, ESQUIRE**, agent on behalf of **LAKES OF DESOTO II, L.L.C.**, a limited liability company, who is personally known to me.



Jennifer L. Denby, Notary Public
My Commission Number is _____
My Commission Expires: _____



Jennifer L. Denby
My Commission D0360276
Expires November 02, 2008

***Lakes of DeSoto LLC
4310 Metro Parkway Suite 110
Fort Myers, FL 33916***

January 4, 2006

Avi Harpaz
5551 Luckett Road
Fort Myers, FL 33905

Re: Filing with the Division of Corporations

Dear Mr. Harpaz:

Please accept this letter as formal consent by Lakes of DeSoto LLC to your filing of Articles of Organization for a new limited liability company to be named Lakes of DeSoto II, L.L.C., with the Florida Department of State, Division of Corporations.

Very Truly Yours,

Lakes of DeSoto LLC

By:



Joseph Cameratta, Sole Member

LDS/ss