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KEATING & SCHLITT, P.A.

Attorneys and Counselors at Law

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REAL PROPERTY

BUSINESS LAW

January 3, 2006

EXPRESS DELIVERY

Registration Section, Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Filing Articles of Organization and Certificates of Conversion

Dear Sir or Madam:

The enclosed Certificates of Conversion and Articles of Organization (and fees) are submitted to convert the indicated "Other Business Entities" into a "Florida Limited Liability Company" in accordance with Section 608.439, Florida Statutes. The entities being converted into Florida limited liability companies are as follows:

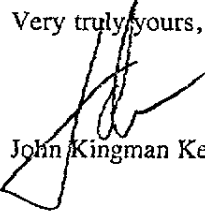
1. Lake Serpentine, LLC
2. Eustis Meadows - Lake Myrtle, LLC
3. Moss Property, LLC
4. Blue Lake Lots, LLC
5. Estes Meadow, LLC

You may contact for further information concerning this matter and also return all correspondence concerning this matter to:

Ms. Diane Y. Lare
Keating & Schlitt, P.A.
749 North Garland Avenue, Suite 101
Orlando, Florida 32801
Phone: 407-425-2907, ext. 24; Facsimile: 407-843-8964; E-Mail: dlare@keatlaw.com

I am also enclosing Town Square Properties, LLC check number 1396 in the amount of \$750.00 in payment of the required filing fees for all of the five conversions and filings. Should you have any questions concerning the foregoing, please contact us via telephone immediately. Thank you for your assistance.

Very truly yours,


John Kingman Keating

JKK/dyl
Enclosures

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**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida limited liability company in accordance with *Section 608.439, Florida Statutes*.

Section 1. Name of "Other Business Entity". The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is *Eustis Meadows - Lake Myrtle Partnership*, a Florida general partnership.

Section 2. Type of "Other Business Entity". The "Other Business Entity" is a Florida general partnership.

Section 3. Effective Date; Jurisdiction. The date on which and the jurisdiction in which the "Other Business Entity" (*Eustis Meadows - Lake Myrtle Partnership*) was first created or otherwise came into being are:

(a) Date & Original Jurisdiction: June 1, 2003, State of Florida (Orange County, Florida)

(b) Current Jurisdiction: The State of Florida (Orange County, Florida).

Section 4. Name of Limited Liability Company. The name of the limited liability company as set forth in the attached Articles of Organization is *Eustis Meadows - Lake Myrtle, LLC*.

Section 5. Effective Date. The Effective Date will be the date of filing.

The undersigned, as a Member or an Authorized Representative of a Member of *Eustis Meadows - Lake Myrtle, LLC*, does hereby express the approval and consent of *Eustis Meadows - Lake Myrtle, LLC* to the filing of this Certificate of Conversion and has executed same on this 30th day of December, 2005.

Eustis Meadows - Lake Myrtle, LLC, a
Florida limited liability company

By: _____

John Kingman Keating, as
Managing Member (also General
Partner of *Eustis Meadows - Lake Myrtle
Partnership*)

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TALLAHASSEE, FL 32310

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ARTICLES OF ORGANIZATION
OF
EUSTIS MEADOWS - LAKE MYRTLE, LLC,
a Florida limited liability company

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization (the "Articles of Organization"), and does hereby agree and certify as follows:

ARTICLE I - NAME

The name of this limited liability company shall be *Eustis Meadows - Lake Myrtle, LLC* (the "Company").

ARTICLE II - COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall terminate as provided in that certain Company Operating Agreement (the "Operating Agreement") of the Company.

ARTICLE III - PRINCIPAL OFFICE MAILING AND STREET ADDRESS

The initial principal office mailing and street address of the Company shall be located at 749 North Garland Avenue, Suite 101, Orlando, Florida 32801.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

For purposes of service of process within Florida, the initial registered office of this Company shall be located at 749 North Garland Avenue, Suite 101, Orlando, Florida 32801 and the initial registered agent of the Company at that address shall be John Kingman Keating. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE V - PURPOSES AND GENERAL POWERS

5.1 Purpose. The Company is organized primarily to acquire the Eustis Meadows - Lake Myrtle, LLC Parcel, as defined in the Operating Agreement. Except as otherwise consented to by all Members entitled to vote, the primary purposes of the Membership are to either directly or indirectly (through ownership interests in other entities) acquire, own, maintain, operate, lease and ultimately sell or exchange real properties and interests therein for investment purposes and to derive the income and gains therefrom, including the acquisition and ownership for investment purposes of the Eustis Meadows - Lake Myrtle, LLC Parcel. To provide or obtain all the necessary equity and debt capital (with such debt capital secured by the Eustis Meadows - Lake Myrtle, LLC Parcel, and obtained upon such other terms, conditions and requirements to which the Members shall

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Consent). Consistent with the foregoing, the Membership may develop real properties and construct improvements thereon in order to generate income from the ownership, operation and/or lease of such properties; provided, however, that under no circumstances shall the Membership subdivide and/or develop real properties for the purpose of engaging in the sale of lots or parcels therefrom to customers in the ordinary course of a trade or business or otherwise function as a "dealer" in real estate. The Membership may also engage in such other business or investment activities permitted under applicable law which are not inconsistent with the primary purposes of the Membership set forth in this Section 5.1 All of the foregoing herein referred to as the "Business". This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, all such other powers as are permitted by applicable law and all those powers set forth in the adopted Operating Agreement of the Company, as amended.

ARTICLE VI - ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the consent and authorization of the Managing Member of the Company.

ARTICLE VII - MANAGING MEMBERS

The business and affairs of the Company shall be managed by its Managing Members, both as set forth in these Articles of Organization and in the Operating Agreement of the Company. The Managing Members shall have the power and authority to act on behalf of the Company as provided in *Chapter 608, Florida Statutes*, as the same may be amended from time to time, and as further provided in these Articles of Organization and in the Operating Agreement of the Company. The name and business address of the initial Managing Member of the Company are:

Managing Member(s)	Managing Member Business Address
John Kingman Keating	749 North Garland Avenue, Suite 101 Orlando, Florida 32801
Ottmar W. Olsen	1671 Ashland Trail Oviedo, Florida 32765

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ARTICLE VIII - NON-LIABILITY AND INDEMNIFICATION

8.1 Non-Liability. A Managing Member of this Company, including any future non-member Manager of the Company, shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Managing Member (or Manager), except for liability:

- (a) for a breach of the Managing Member's duty of loyalty to the Company or its Members;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law;
- (c) for a transaction from which the Managing Member derived an improper personal benefit;
- or
- (d) under *Section 608.4363(7), Florida Statutes* (or any similar provision of any subsequent law enacted in Florida).

8.2 Indemnification. Each individual or entity who is or was a Managing Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity)

who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Managing Member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Managing Member, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Managing Member shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Managing Member or officer existing at the time of such repeal or amendment.

ARTICLE IX - AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE X - ADOPTION OF OPERATING AGREEMENT

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Florida Statutes*.

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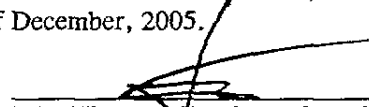
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ARTICLE XI - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned Managing Member does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets its hand and seal this 30th day of December, 2005.

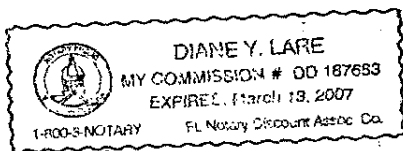

John Kingman Keating, Managing Member

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, John Kingman Keating personally appeared before me and executed or acknowledged his previous execution of this instrument. I HEREBY FURTHER CERTIFY, that John Kingman Keating, is the same person either executing or acknowledging execution of the foregoing instrument because: ☒ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ Other identification: _____ WITNESS my hand and official seal in the State and County aforesaid this 30th day of December, 2005.


Notary Public Signature

(PLACE NOTARY NAME & SEAL IMMEDIATELY BELOW)



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REGISTERED AGENT CERTIFICATE OF ACCEPTANCE

In compliance with Section 608.407(1)(d), *Florida Statutes*, the following is submitted:

Eustis Meadows - Lake Myrtle, LLC (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated John Kingman Keating as its Registered Agent to accept service of process within the State of Florida with its registered office located at 749 North Garland Avenue, Suite 101, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, *Florida Statutes*, as the same may apply to the Company.

DATED this 30th day of December, 2005.


John Kingman Keating
Registered Agent

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