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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

INNOVATIVE JV XI, LLC

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ARTICLES OF ORGANIZATION
OF
INNOVATIVE JV XI, LLC

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TALLAHASSEE, FLORIDA

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) and in accordance with F.S. § 608.407.

1. Name. The name of the Company is Innovative JV XI, LLC.
2. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 6945 Sunnybrook Boulevard, Englewood, Florida 34224-8424.
3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is E. John Wagner, II, 200 South Orange Avenue, Sarasota, Florida 34236.
4. Management. The Company shall be a manager-managed company. The names and addresses of the initial managers of the Company are as follows:

Yhovanni Otero
6945 Sunnybrook Boulevard
Englewood, Florida 34224-8424

Osvaldo F. Otero
6945 Sunnybrook Boulevard
Englewood, Florida 34224-8424

Managers may be added or removed in the manner provided in the Operating Agreement of the Company.

5. Existence. In accordance with F.S. § 608.409, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.

6. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 20 day of January 2006 (the "Execution Date").



E. John Wagner, II
Member or Authorized Representative

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ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.



E. John Wagner, III
As Registered Agent

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