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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 828449 7152086

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 24, 2006

ORDER TIME : 12:07 PM

ORDER NO. : 828449-005

CUSTOMER NO: 7152086

FILED
2006 JAN 24 PM 14:03
STATE OF NEW YORK
HARRISBURG, PENNSYLVANIA

DOMESTIC FILING

NAME: COUNTRYSIDE FLAGLER, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Jamela Fordyce - EXT. 2936

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
FOR
COUNTRYSIDE FLAGLER, LLC
a Florida Limited Liability Company**

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company.

ARTICLE I - NAME

The name of this company shall be

COUNTRYSIDE FLAGLER, LLC

ARTICLE II - DURATION\CONTINUATION

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of its original Articles of Organization by the Department of State of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The street address and mailing address of the principal office of this company are:

Street address: Suite 1B Aqua Complex
29 Old Kings Road N.
Palm Coast, FL 32137

Mailing address: Suite 1B Aqua Complex
29 Old Kings Road N.
Palm Coast, FL 32137

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this company in the State of Florida are as follows:

Name: Paul M. Guntharp, Jr.
Street Address: 185 Cypress Point Pkwy., Ste. 6
Palm Coast, FL 32164

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

ARTICLE VI - MANAGEMENT

The business of the Company shall be managed by the members and the names and addresses of the managing members are:

<u>Name</u>	<u>Address</u>
Edward E. Schatz, Jr.	5 Corte Vista Palm Coast, FL 32137
James McNab, Jr.	5185 S. Tropical Trail Merritt Island, FL 32957

The management and control of the Company shall be vested in its members unless and until a manager is elected by a majority of members.

ARTICLE VII - AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE VIII - INDEMNIFICATION

Each individual or entity who is or was a 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 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 rights and authority conferred by 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 Regulations 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 member of officer existing at the time of such repeal or amendment.

ARTICLE IX - REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

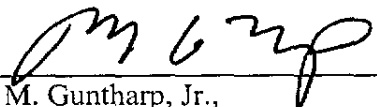
ARTICLE X - INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

ARTICLE XI - TRANSFER OF MEMBER'S INTEREST

An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a Member has hereunto set his hand and seal this 23rd day of January, 2006.



Paul M. Guntharp, Jr.,
Authorized Representative of a Member

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Paul M. Guntharp, Jr., who is personally known to me or who produced a driver's license as identification, and who is

described as an Authorized Representative of a Member in and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 23rd day of January, 2006.



Robin A. Mancuso

Notary Public, State of Florida

My commission expires: 8/24/08

Having been named as Registered Agent and to accept service of process for the above stated limited liability company 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.

Paul M. Guntharp, Jr.

Paul M. Guntharp, Jr.,

Registered Agent

Date: January 23, 2006