

LG 000010231

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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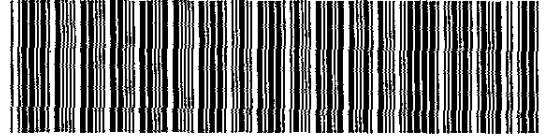
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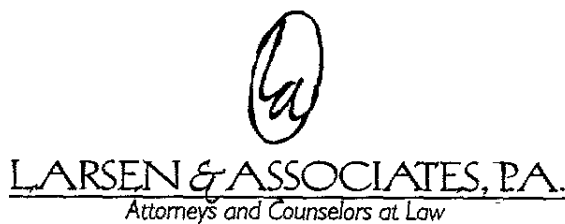
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LG-10231
OR

Richard E. Larsen**
Patryk Ozim
Frank A. Ruggieri†
Thomas R. Slaten, Jr.

* Admitted in Florida and Illinois
† Shareholder



55 East Pine Street
Orlando, Florida 32801
Telephone: 407.841.6555
Facsimile: 407.841.6686

January 19, 2006

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Articles of Organization of
Lexington on the Lake, LLC**

Dear Sir or Madam:

I am enclosing herewith an original Articles of Organization (and one copy) for the above-referenced corporation for filing. In addition, a check in the amount of \$125.00 is enclosed.

Upon filing, please return the copy of the Articles of Organization to the undersigned. Your prompt attention to this matter is greatly appreciated.

Sincerely,


Beth Holland
Legal Assistant

/beh
Enclosures

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TALLAHASSEE, FL 32314

**ARTICLES OF ORGANIZATION
OF
LEXINGTON ON THE LAKE, LLC**

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ARTICLE I

NAME

The name of this Limited Liability Company (the "Company") is Lexington on the Lake, LLC and its mailing address PO Box 470813, Celebration, FL 34747-0813 and the principal place of business of the company shall be located at 3100 Parkway Boulevard, Kissimmee, FL 34747.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Company shall commence existence on the date of signing these Articles of Organization and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful 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, and all such other powers as are permitted by applicable law. With such limitations as may be set forth in the Operating Agreement of the Company from time to time.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 55 East Pine Street, Orlando, FL 32801, and the initial registered agent of this Company at that address shall be Richard E. Larsen. 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

MANAGEMENT

The Limited Liability Company is to be managed by the Members and is, therefore, a Member-Managed company. The initial Managing Member is Hayes Reid Development Group, Inc.

ARTICLE VI

REGULATIONS

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as are set forth in the Operating Agreement of the Company.

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ARTICLE VIII

DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION, DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any event which terminates the continued membership of a Member of the Company, the remaining Members may continue the business of the Company as provided in the Operating Agreement of the Company.

ARTICLE IX

AMENDMENT

The 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.

ARTICLE X

HEADINGS AND CAPTIONS

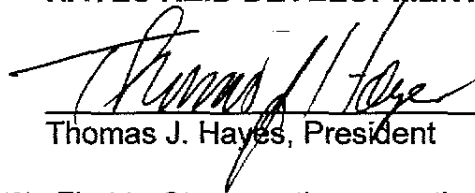
The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

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IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, this 19 day of January, 2006.

HAYES REID DEVELOPMENT GROUP, INC.


Thomas J. Hayes, President

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

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

Lexington on the Lake, LLC, (the "Company"), desiring to organize as a Limited Liability Company under the laws of the State of Florida, has named and designated Richard E. Larsen as its Registered Agent to accept service of process within the State of Florida with its registered office located at 55 East Pine Street, Orlando, FL 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 Sections 68.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as to the same may apply to the Company relating to the property and complete performance of my duties as Registered Agent.

Dated this 19th day of January, 2006.

By: _____

Richard E. Larsen

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