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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRADY FEB - 8 2006

WILLIAM T. KIRTLEY, P. A.

ATTORNEY AT LAW

TELEPHONE
(941) 366-4222
FAX
(941) 366-4007

1776 RINGLING BOULEVARD
SARASOTA, FLORIDA 34236

January 26, 2006

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: THREE FOUNTAINS, L.L.C.

Gentlemen:

Enclosed for filing with your office are Articles of Organization for THREE FOUNTAINS, L.L.C. Also enclosed is a check in the amount of \$155 to cover the filing fee, the Registered Agent fee and the cost of one certified copy.

Please return the certified copy of the Articles of Organization to the undersigned at your earliest convenience. If you have any questions with respect to this filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,



Catherine J. Scott
Certified Legal Assistant

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
THREE FOUNTAINS, L.L.C.**

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CLERK OF INDIANAS
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Limited Liability Company is:

THREE FOUNTAINS, L.L.C.

ARTICLE II - ADDRESS

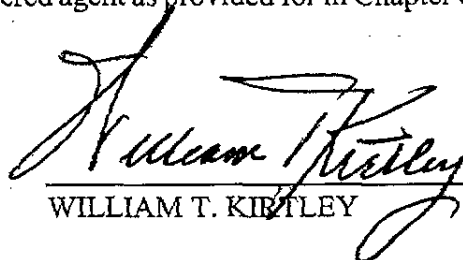
The mailing address of the principal office of the Limited Liability Company is 6583 Midnight Pass Road, Sarasota, Florida 34242 and the street address of the Limited Liability Company is 3701 Webber Street, Sarasota, Florida 34232.

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE
AND RESIDENT AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

William T. Kirtley
1776 Ringling Boulevard
Sarasota, Florida 34236

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 as provided for in Chapter 608, Florida Statutes.


WILLIAM T. KIRTLEY

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. The name and address of the Managing Members of the limited liability company are:

Elite Program Services, Inc.
6583 Midnight Pass Road
Sarasota, Florida 34242

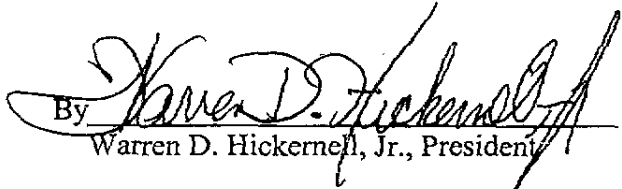
BBB Development, LLC
2250 Genoa Business Park Drive, Suite 100
Brighton, Michigan 48114

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

Dated at Sarasota, Florida this 25th day of January, 2006.

THREE FOUNTAINS, L.L.C.

By Elite Program Services, Inc., a Managing
Member

By 
Warren D. Hickernell, Jr., President

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TALLAHASSEE, FLORIDA