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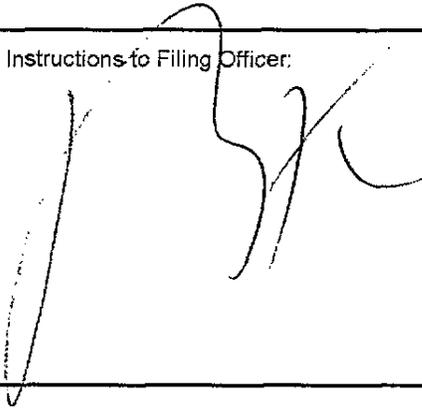
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SR 39 Grove, LLC

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
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- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
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- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
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Date

2/14

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ARTICLES OF ORGANIZATION

OF

SR 39 GROVE, LLC

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be SR 39 GROVE, LLC. The street address of the principal office of the limited liability company in Florida shall be 105 Southern Oaks Drive, Plant City, Florida 33563, and the mailing address shall be 105 Southern Oaks Drive, Plant City, Florida 33563.

ARTICLE II - DURATION

The limited liability company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE III - PURPOSES AND POWERS

The specific purpose for which this limited liability company is organized is to invest in real estate, operate citrus groves, develop, and manage real estate. The general purpose for which the limited liability company is organized is to buy, sell, trade, lease, and to enter into any and all types of agreements related to

or pertaining to real or personal property, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The limited liability company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the limited liability company in the State of Florida is ^{TEOFIL KULYK, M.D.} 105 Southern Oaks Drive, Plant City, Florida 33563. ^

ARTICLE V - CAPITAL CONTRIBUTIONS

The member of the limited liability company shall contribute to the capital of the limited liability company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the limited liability company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the limited liability company except with the unanimous written consent of all the members of the limited liability company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the limited liability company as set forth in the Operating Agreement of the limited liability company, but the transferee shall have no right to participate in the management of the business and affairs of the limited liability

company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The limited liability company shall be dissolved as may be provided in the Operating Agreement of the limited liability company, or upon unanimous consent of all members.

ARTICLE IX - MANAGEMENT

The limited liability company shall be managed by the member(s) in accordance with the Operating Agreement which may contain any provisions for the management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization. The names and addresses of the initial members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
TEOFIL KULYK, M.D.	105 Southern Oaks Drive Plant City, FL 33563
GREGG W. GUTOWSKI, M.D.	507 Alexander St. W. Plant City, FL 33563

Initially all rights and powers of management of the limited liability company are reserved for the initial members, whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TEOFIL KULYK, M.D.	105 Southern Oaks Drive Plant City, FL 33563

GREGG W. GUTOWSKI, M.D.

507 Alexander St. W.
Plant City, FL 33563

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Plant City, Florida, for the foregoing uses and purposes this 7 day of ^{February} January, 2006.

Teofil Kulyk

TEOFIL KULYK, M.D.

Gregg W. Gutowski

GREGG W. GUTOWSKI, M.D.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared TEOFIL KULYK, M.D., to me well known to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and who freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it, and he declared his identity and [X] who is personally known to me, or [] who produced his Florida Driver's License as personal identification.

Joan Smith

Name: Joan Smith
Notary Public, State of Florida
My commission expires: 11-11-06



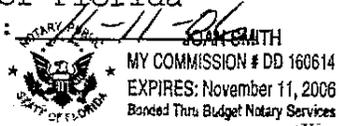
JOAN SMITH
MY COMMISSION # DD 160614
EXPIRES: November 11, 2006
Bonded Thru Budget Notary Services

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared GREGG W. GUTOWSKI, M.D., to me

well known to be one of the organizers of the above limited liability company and who subscribed to the above Articles of Organization, and who freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth therein, and he declared his identity and [] who is personally known to me, or [X] who produced his Florida Driver's License as personal identification.


Name: Joan Smith
Notary Public, State of Florida
My commission expires: 11-11-06



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of SR 39 GROVE, LLC, as the registered agent of this limited liability company, hereby consents to his appointment as such registered agent and is familiar with, and accepts the obligations of registered agent as provided in Chapter 608, Florida Statutes.

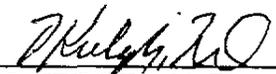

TEOFIL KULYK, M.D.
Registered Agent

EXHIBIT "A"

CAPITAL CONTRIBUTIONS

The total amount of cash contributions is \$1,000.00.

Total additional contributions will be made as may be required for investment purposes by unanimous written consent of all the members.