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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

The Bluffs at Bass Landing LLC

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**ARTICLES OF ORGANIZATION
OF
THE BLUFFS AT BASS LANDING LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I - NAME

The name of this limited liability company (the "Company") is The Bluffs at Bass Landing LLC.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the Company is 580 A1A Beach Boulevard, St. Augustine Beach, Florida 32080.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 580 A1A Beach Boulevard, St. Augustine Beach, Florida 32080, and the name of its initial registered agent at such address is Ben Bass.


ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers and is, therefore, a manager managed company.

ARTICLE V - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being a Member of the Company, has executed these Articles of Organization this 14th day of February, 2006. 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.


Ben Bass, Member

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

The Bluffs at Bass Landing LLC


2. The name and address of the registered agent and office are:

**Ben Bass
580 A1A Beach Boulevard
St. Augustine Beach, Florida 32080**

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.

Dated: February 14, 2006

Signature of Registered Agent


Ben Bass

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