

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L06000046501
FILED 8:00 AM
May 04, 2006
Sec. Of State
mthomas

Article I

The name of the Limited Liability Company is:

SPRUCE THOMAS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

5629 STRAND BLVD., STE. 408
NAPLES, FL. 34110

The mailing address of the Limited Liability Company is:

5629 STRAND BLVD., STE. 408
NAPLES, FL. US 34110

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

RAYMOND L BASS JR.
2335 TAMiami TRAIL N., STE. 409
NAPLES, FL. 34103

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.

Registered Agent Signature: RAYMOND L. BASS, JR.

Article V

The name and address of managing members/managers are:

Title: MGR
JOHN R VARSAMES
5629 STRAND BLVD., STE. 408
NAPLES, FL. 34110 US

Title: MGRM
SPRUCE CREEK EQUITIES, LLC
5629 STRAND BLVD., STE. 408
NAPLES, FL. 34110 US

Title: MGRM
WILLIAM H THOMAS
397 EDGEMERE WAY N.
NAPLES, FL. 34105 US

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Article VI

The effective date for this Limited Liability Company shall be:

05/01/2006

Signature of member or an authorized representative of a member

Signature: RAYMOND L. BASS, JR.