

Division of Corporations

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ATLANTIC HOUSING PARTNERS GROUP, L.L.C.

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF**

ATLANTIC HOUSING PARTNERS GROUP, L.L.C.

The undersigned, acting as Manager of ATLANTIC HOUSING PARTNERS GROUP, L.L.C. under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is ATLANTIC HOUSING PARTNERS MANAGERS, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 329 N. Park Avenue, Suite 300, Winter Park, Florida 32789.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by Managers, except as provided in the Operating Agreement, and the names and addresses of the Managers are:

<u>Name</u>	<u>Address</u>
Paul M. Missigman	329 N. Park Avenue, Suite 300 Winter Park, Florida 32789
W. Scott Culp	329 N. Park Avenue, Suite 300 Winter Park, Florida 32789

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

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ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., a Florida corporation, and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of



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IN WITNESS WHEREOF, the undersigned Manager has executed these Amended and Restated Articles of Organization as of this 21st day of May, 2007.

MANAGER:

Paul M. Missigman

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 ATLANTIC HOUSING
PARTNERS MANAGERS, L.L.C.
2. The name and address of the registered agent and office is:

B&C Corporate Services of Central Florida, Inc., a Florida corporation
390 North Orange Avenue, Suite 1400
Orlando, Florida 32801

Having been designated as the Registered Agent for Atlantic Housing Partners Managers,
L.L.C., the undersigned hereby accepts the designation and agrees to act as the Registered
Agent of said limited liability company, and states that it is familiar with and accepts its
statutory obligations as such, including those obligations contained in Chapter 608, Florida
Statutes.

B&C Corporate Services of Central Florida,
Inc., a Florida corporation

By: 

Name: Jarice C. Myers

Title: Vice President

Dated this 21st day of May, 2007.

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