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Division of Corporations

JOSEPH PERLMAN

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Florida Department of State  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**CYPRESS FALLS, LLC**

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J. BRYAN MAY 23 2006

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FILED STATE  
SECRETARY OF  
DIVISION OF CORPORATIONS  
06 MAY 22 AM 10:07**ARTICLES OF ORGANIZATION  
OF****CYPRESS FALLS, LLC**

The undersigned, acting as Organizer of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (hereinafter referred to as "Company"):

**ARTICLE I - NAME**

The name of the Company is **CYPRESS FALLS, LLC**.

**ARTICLE II - DURATION**

This Company shall begin on the effective date of filing these Articles of Organization and shall have perpetual existence unless dissolved according to law.

**ARTICLE III - BUSINESS**

The Company is organized to invest in real estate, and to do very other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

**ARTICLE IV - PRINCIPAL OFFICE and MAILING ADDRESS**

The principal office and mailing address of the Company is **CYPRESS FALLS, LLC, 14955 Gulf Boulevard, Madeira Beach, Florida 33708**.

**ARTICLE V - INITIAL REGISTERED AGENT and OFFICE**

The street address of the Company is **14955 Gulf Boulevard, Madeira Beach, Florida 33708**, and the name of its initial registered agent at that address is **Randal Gunning**.

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**ARTICLE VI - ORGANIZER**

The name and address of the member of the Company executing these Articles of Organization is Randal Gunning, 14955 Gulf Boulevard, Madeira Beach, Florida 33708.

**ARTICLE VII - MANAGEMENT**

The name and address of the co-managing members of the Company are Randal Gunning, Charles Kiger, and Edwin Vogt, 14955 Gulf Boulevard, Madeira Beach, Florida 33708. The managing members shall serve as such or until their successor is elected and qualified in accordance with the Regulations of the Company.

**ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS**

No additional members shall be admitted to the Company except on the express written consent of all members of the Company.

**ARTICLE IX - CONTINUATION OF BUSINESS**

The remaining members of the Company shall continue the business of the Company on the death, retirement, expulsion, bankruptcy, or dissolution of a member.

Dated this 22 day of MAY, 2006.

ORGANIZING MEMBER

*Randal P. Gunning*  
Randal GUNNING

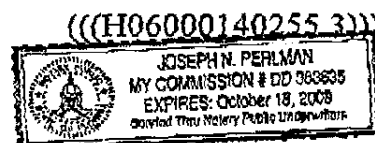
STATE OF FLORIDA }  
COUNTY OF PINELLAS }

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, **Randal GUNNING**, personally appeared known to me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 22 day of MAY, 2006.

My Commission Expires:

*Joseph N. Perlman*  
Notary Public



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## ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

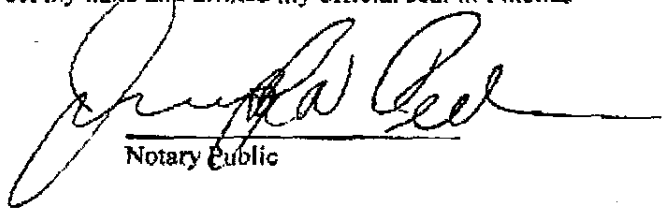
Dated this 22 day of MAY, 2006.

  
Randal GUNNING

STATE OF FLORIDA)  
COUNTY OF PINELLAS )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared, Randal GUNNING, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 22 day of MAY, 2006.

  
Notary Public

My Commission Expires:



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