

Division of Corporations

Page 1 of 1

Florida Department of State

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Uptown Manor, LLC

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
UPTOWN MANOR, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be Uptown Manor, LLC (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be 52 Jackson Avenue, Ponte Vedra Beach, Florida 32082.

**ARTICLE II
PURPOSES AND POWERS**

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent in the State of Florida are: Marianne Larsen, 52 Jackson Avenue, Ponte Vedra Beach, Florida 32082.

**ARTICLE IV
CAPITAL CONTRIBUTIONS**

Each member shall make capital contributions to the Company only upon the unanimous consent of all the members.

**ARTICLE V
ADMISSION OF MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

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2006 JUN -6 A 11: 16
SECRETARY OF STATE
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ARTICLE VI
TERMINATION OF EXISTENCE

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

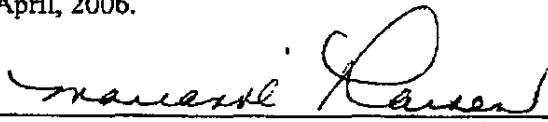
ARTICLE VII
MANAGER

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement.

ARTICLE VIII
DURATION

The Company shall exist perpetually. Corporate existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has made and subscribed these Articles of Organization in Ponte Vedra Beach, Florida for the foregoing uses and purposes this 28 day of April, 2006.


Marianne Larsen

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

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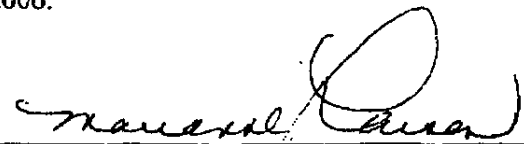
Pursuant to the provisions of Florida Statutes, Uptown Manor, LLC, a Florida limited liability company (the "Company"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is: Uptown Manor, LLC.
2. The name and address of the registered agent and office are: Marianne Larsen, 52 Jackson Avenue, Ponte Vedra Beach, Florida 32082.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the 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, as provided for in the Florida Limited Liability Company Act.

DATED: This 28th day of April, 2006.


Marianne Larsen