

Division of Corporations

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

**Bay Villas Holdings, LLC**

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**Articles Of Organization  
Of  
Bay Villas Holdings, LLC**

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**Article I  
Name**

The name of the limited liability company ("Company") is **Bay Villas Holdings, LLC**.

**Article II  
Address**

The mailing and street address of the Company's principal office is 727 Shane Drive, Deland, Florida 32720.

**Article III  
Duration**

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

**Article IV  
Purpose and Powers**

This Company is organized with a general business purpose, and has all powers provided by law and may use those powers to any lawful purpose.

**Article V  
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Kenneth R. Whitmarsh. The address of the Company's registered office in Florida is 727 Shane Drive, Deland, Florida 32720.

**Article VI  
Management by Members**

The Company will be managed by the members, as further provided in the Company's Operating Agreement.

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**Article VII  
Admission of New Members**

Members of the Company have the right to admit new members. Members may admit to the Company additional members to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the members. Admission of any such additional members requires the written consent of all members then having any ownership interest in the Company. Any additional members are allocated gain, loss, income or expense by the method provided in the Regulations of the Company, and if no method is specified, then as may be permitted by the Internal Revenue Code of 1986, as amended.

**Article VIII  
Continuation of Business**

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company. The business may be continued only on the unanimous consent of the remaining members.

In Witness Whereof, the undersigned have executed these Articles of Organization on this 1st day of June, 2006, at Lake County, Florida. In accordance with Section 608.408(3), Florida Statutes, the execution of this instrument constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

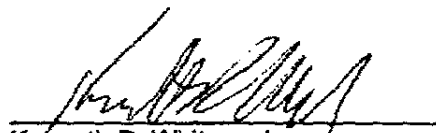


Kenneth R. Whitmarsh  
Managing Member

**Acceptance of Registered Agent**

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in the Articles of Organization, 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 Chapter 608, Florida Statutes, as amended.

Dated: June 1, 2006.



Kenneth R. Whitmarsh  
Registered Agent

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