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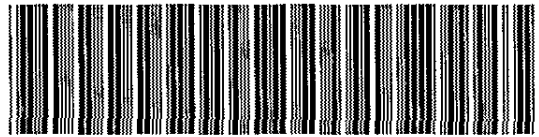
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DATE: 09-25-06

NAME: BENTLEY REAL ESTATE INVESTORS IV, LLC

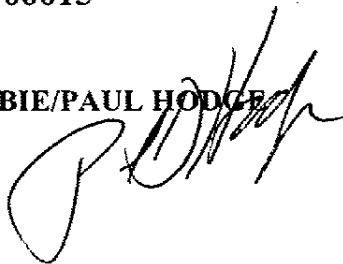
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida Limited Liability Company is:

Bentley Real Estate Investors V, LLC

Article II. Address

The Company's street and mailing address is:

**36408 Trilby Road
Dade City, FL 33523**

Article III. Registered Agent

The name and Street Address of the Company's registered agent is:

**Stephen R. Donaldson
36408 Trilby Road
Dade City, FL 33523**

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

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Article V. Management

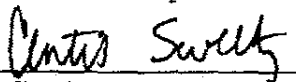
This will be a member-managed company. The names and addresses of the initial members are:

Stephen P. Donaldson
P.O. Box 736
Trilby, FL 33593

Article VI. Company Existence

The Company's existence shall begin effective as of the date of filing.

The undersigned authorized representative of a member executed these Articles of Organization on September 22, 2006.


Curtis Sweltz
Authorized Representative

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

COMPANY

Bentley Real Estate Investors V, LLC

REGISTERED AGENT/OFFICE

**Stephen R. Donaldson
36408 Trilby Road
Dade City, FL 33523**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

s/ Stephen R. Donalson

Date: September 22, 2006

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