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Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, P.A.
Account Number : 076424003301
Phone : (813) 223-7474
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MILESTONE REAL ESTATE GROUP OF FLORIDA, LLC

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**ARTICLES OF ORGANIZATION
OF
MILESTONE REAL ESTATE GROUP OF FLORIDA, LLC**

The undersigned authorized representative of the member hereby executes these Articles of Organization (the "Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

Milestone Real Estate Group of Florida, LLC

ARTICLE II

Principal Office and Mailing Address

The principal office address of the Company shall be:

7939 Nashua Lane
Orlando, Florida 32817

The mailing address of the Company shall be:

7900 E. Union Avenue
Suite 1013
Denver, Colorado 80237

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of the Company at

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such office shall be Dean A. Kent. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Management

The management of the business of the Company shall be vested in its managers, who shall be appointed by the member from time to time. The name and address of each initial manager are as follows:

Gary Blalock	7939 Nashua Lane Orlando, Florida 32817
Lyle Yarbrough	1685 S. Colorado Blvd., Ste. S-104 Denver, Colorado 80222
Charles Perry	9457 S. University Blvd., Ste. 146 Highlands Ranch, Colorado 80126

ARTICLE V

Operating Agreement

The power to adopt the operating agreement of the Company, to alter, amend or repeal the operating agreement of the Company, or to adopt a new operating agreement, shall be vested in the sole member of the Company. The operating agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

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ARTICLE VI

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the sole member herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the member, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



Dean A. Kent

Authorized Representative of the Member

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TRENAM, KEMKER

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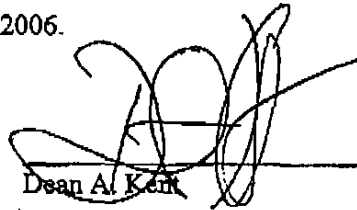
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MILESTONE REAL ESTATE GROUP OF FLORIDA, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 11th day of October, 2006.



Dean A. Kent

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