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EFFECTIVE DATE

11/08/06

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J. BRYAN NOV 15 2006

LAW OFFICES OF  
**ALAN F. GONZALEZ, LL.M., P.L.**

Attorney & Counselor at Law  
4600 West Kennedy Boulevard  
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Tampa, Florida 33609

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November 8, 2006

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

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**RE: Valentine ACLF Properties LLC & Valentine Florida Properties LLC**

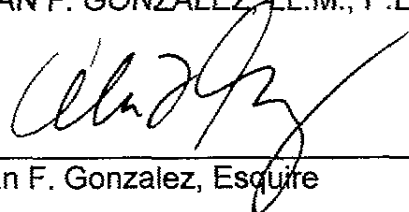
Dear Sir or Madam:

Enclosed herewith please find Articles of Organization for the above-referenced business entities, to-wit: **Valentine ACLF Properties LLC & Valentine Florida Properties LLC**. Also enclosed is our check in the amount of \$310.00 regarding payment of the filing fees for said LLC's.

Please forward the Certificates of Organization for these LLC's to our office at your first convenience. Thank you for your assistance in this matter.

Very truly yours,

ALAN F. GONZALEZ, LL.M., P.L.

  
\_\_\_\_\_  
Alan F. Gonzalez, Esquire

AFG:scw  
Enclosure

cc: *Valentine ACLF Properties LLC & Valentine Florida Properties LLC*  
c/o Eugene Valentine

**ARTICLES of ORGANIZATION  
of  
VALENTINE ACLF PROPERTIES LLC**

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The undersigned, for the purpose of forming a limited liability company under the *Florida Limited Liability Company Act, F.S. Chapter 608, et. seq.*, hereby makes, acknowledges, and files the following Articles of Organization of **VALENTINE ACLF PROPERTIES LLC**.

**ARTICLE I  
NAME OF COMPANY**

The name of this limited liability company (hereinafter referred to as the "Company") shall be:

**VALENTINE ACLF PROPERTIES LLC**

**EFFECTIVE DATE**  
11/08/06

**ARTICLE II  
COMPANY BUSINESS ADDRESS**

The mailing address and street address of the principal office of the Company is:

**7400 Sun Island Drive South  
Unit # 801  
South Pasadena, FL 33707**

**ARTICLE III  
COMPANY REGISTERED AGENT, REGISTERED OFFICE &  
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the Company's registered agent is:

**Alan F. Gonzalez, Esquire  
Alan F. Gonzalez, LL.M., P.L.  
4600 W. Kennedy Blvd., Ste 100  
Tampa, FL 33609**

Having been named as registered agent and to accept service of process for the above stated limited liability 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 *Chapter 608, F.S.*

  
Alan F. Gonzalez, Esquire  
Registered Agent

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#### **ARTICLE IV MANAGEMENT AND VOTING**

This Company is to be a Member-Managed company and all matters shall be decided by majority vote of the Members unless otherwise unanimously agreed to by the Members. Each Member shall have one vote for each percentage of equity ownership in the Company. The Members agree to contribute capital equally to the Company in order to capitalize its operations.

#### **ARTICLE V BUSINESS PURPOSE OF COMPANY**

The primary business purpose of this Company shall be to own and operate ACLF properties situated in the state of Maryland, as well as for any other purposes permitted by Florida law.

#### **ARTICLE VI EFFECTIVE DATE OF ARTICLES**

The effective date of this Company shall be the date of the execution of these articles.

In accordance with §608.408(3), *F.S.*, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

These articles of organization are executed this 8<sup>th</sup> <sup>November</sup> day of ~~October~~, 2006, by the Managing Members set forth below.



**EUGENE VALENTINE**  
**Managing Member (50%)**  
*As Joint Tenants with Rights of  
Survivorship*



**VICTORIA SESSLER**  
**Managing Member (50%)**  
*As Joint Tenants with Rights of  
Survivorship*

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