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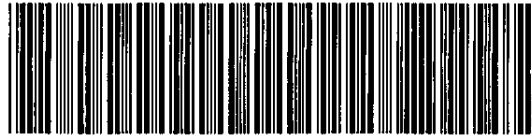
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BLANCHARD, MERRIAM, ADEL & KIRKLAND, P.A.

ATTORNEYS AT LAW

GARRY D. ADEL  
DOCK BLANCHARD\*<sup>Δ</sup><sup>+</sup>  
JOSE H. CORTES, JR.  
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March 30, 2007

\**Board Certified Civil Trial Lawyer*  
<sup>Δ</sup>*Board Certified Appellate Practice*  
<sup>+</sup>*American Board of Trial Advocates*

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Land-R3-Phase-1, LLC  
Our File No. 9003-19902

Gentlemen:

Enclosed please find an Amended and Restated Articles of Organization regarding the above-captioned entity. Also enclosed is our check in the amount of \$25.00 in payment of your filing fee for same.

Please feel free to contact us at any time should you have any questions or comments.

Sincerely,

BLANCHARD, MERRIAM,  
ADEL & KIRKLAND, P.A.

Jose H. Cortes, Jr.

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JCH/t

Enclosures

cc: Devender Reddy, Manager w/ encl.

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
LAND-R3-PHASE-1, LLC**

The undersigned hereby executes and acknowledges these Amended and Restated Articles of Organization for the purpose of amending and restating a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this company is **LAND-R3-PHASE-1, LLC**.

**ARTICLE II  
PERIOD OF DURATION**

This company shall commence as of the date these Articles of Organization *were* filed with the Department of State of the State of Florida on February 26, 2007, and shall exist perpetually thereafter, unless this company is dissolved pursuant to the terms of the operating agreement for this company or by operation of law.

**ARTICLE III  
BUSINESS, OBJECTS OR PURPOSES**

The general nature of the business to be transacted by this company, or the objects or purposes of this company, shall be as follows:

- a) To purchase property, to develop and operate the Project, and to do all things necessary, advisable and expedient in connection with, or incidental to, such activities.
- b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.
- c) In general, to have and exercise all powers conferred by the laws of Florida upon limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

**ARTICLE IV  
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of this company shall be 8514 Southwest 23<sup>rd</sup> Place, Gainesville, Florida 32607.

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**ARTICLE V**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of this company is amended to be located at 4 Southeast Broadway Street, Ocala, Florida 34471, and the registered agent of this company at such office shall be amended to be Jose H. Cortes, Jr., Esquire.

**ARTICLE VI**  
**MEMBERS**

The initial Members of this limited liability company, whose names and addresses, and Membership Units and Sharing Ratios in the company, are as follows:

<b>Names of Members</b>	<b>Address</b>	<b>No. of Units</b>	<b>Sharing Ratio</b>
GOPAL C. RAO	907 Torrey Pines Court McDonough, GA 30253	50	50%
DEVENDER A. REDDY	3792 Paradise Pointe Duluth, GA 30097	25	25%
ALA S. REDDY	8514 SW 23 <sup>rd</sup> Place Gainesville, FL 32607	25	25%

**ARTICLE VII**  
**MANAGEMENT**

The business and affairs of the Company shall be conducted by one (1) Manager (the "Manager") and all management of the Company shall be vested in the Manager. The Manager shall have the power and authority to do all things necessary or convenient to carry out the business and affairs of the Company. This power and authority shall be more specifically set forth in the Operating Agreement. The initial Manager shall be Devender A. Reddy.

**ARTICLE VIII**  
**OPERATING AGREEMENT**

The power to adopt the operating agreement for this company, to alter, amend, or repeal the operating agreement, or to enter into a new operating agreement, shall be vested in the members of this company. The operating agreement for this company shall be for the government of this company and may contain provisions or requirements for the management or conduct of the affairs and business of this company, provided the same are not inconsistent with the provisions of these Amended and Restated Articles of Organization, or contrary to the laws of the State of Florida or the United States.

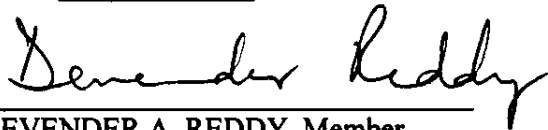
**ARTICLE IX**  
**AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended at any time by a sixty-six (66%) percent vote of the members of the company.

**IN WITNESS WHEREOF**, the undersigned authorized representative of a member of this company has executed these Amended and Restated Articles of Organization this \_\_\_\_ day of March, 2007.

\_\_\_\_\_  
GOPAL C. RAO, Member

Dated: \_\_\_\_\_



\_\_\_\_\_  
DEVENDER A. REDDY, Member

Dated: 3/28/07

\_\_\_\_\_  
ALA S. REDDY, Member

Dated: \_\_\_\_\_

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**ARTICLE IX**  
**AMENDMENT OF ARTICLES OF ORGANIZATION**

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\_\_\_\_\_  
GOPAL C. RAO, Member

Dated: 3/28/07

  
\_\_\_\_\_  
DEVENDER A. REDDY, Member

Dated: \_\_\_\_\_

\_\_\_\_\_  
ALA S. REDDY, Member

Dated: \_\_\_\_\_

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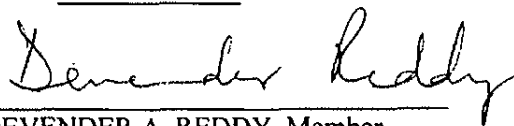
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GOPAL C. RAO, Member

Dated: \_\_\_\_\_



\_\_\_\_\_  
DEVENDER A. REDDY, Member

Dated: \_\_\_\_\_



\_\_\_\_\_  
ALA S. REDDY, Member

Dated: 3/28/07

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, being the person named in the Amended and Restated Articles of Organization of **LAND-R3-PHASE-1, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Amended and Restated Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

DATED this 28<sup>th</sup> day of March, 2007.

By: \_\_\_\_\_

Jose H. Cortes, Jr., Registered Agent

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