

L070000 35212

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

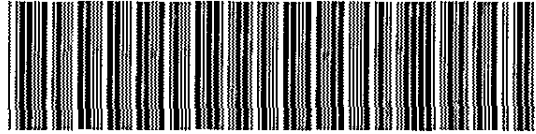
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

CAU

[Handwritten signature]

Office Use Only



900094180639

04/03/07--01049--003 *\$130.00

FILED
07 APR -3 PM 3:14 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Greenberg Traurig

Lorence Jon Bielby
BielbyL@gtlaw.com

April 3, 2007

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

BY HAND DELIVERY

RE: *Magnolia Park - Gainesville, LLC*

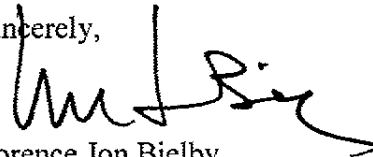
Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization for Magnolia Park - Gainesville, LLC.

Please file these Articles and date-stamp the enclosed copy, returning the same to our courier, together with a Certificate of Status. We have enclosed our check number 00844 in the amount of \$130.00, which covers your fee for the same.

Should you have any questions regarding the enclosed, please do not hesitate to contact me.

Sincerely,



Lorence Jon Bielby
For the Firm

LJB/mh
Encls.

Please call
Lorence Bielby
Tallahassee
850.222.6891
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR -3 PM 3:14
complete
FILED

ALBANY
AMSTERDAM
ATLANTA
BOCA RATON
BOSTON
BRUSSELS*
CHICAGO
DALLAS
DELAWARE
DENVER
FORT LAUDERDALE
HOUSTON
LAS VEGAS
LONDON*
LOS ANGELES
MIAMI
MILAN*
NEW JERSEY
NEW YORK
ORANGE COUNTY
ORLANDO
PHILADELPHIA
PHOENIX
ROME*
SACRAMENTO
SILICON VALLEY
TALLAHASSEE
TAMPA
TOKYO*
TYSONS CORNER
WASHINGTON, D.C.
WEST PALM BEACH
ZURICH
*Strategic Alliance
Tokyo-Office/Strategic Alliance

07 APR - 3 PM 3:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MAGNOLIA PARK-GAINESVILLE, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608, or other applicable provision).

ARTICLE I - Name

The name of this Limited Liability Company is: MAGNOLIA PARK – GAINESVILLE, LLC (the "Company"), and may do business as "Magnolia Park at Turkey Creek".

ARTICLE II - Duration

The Company shall exist from the date of filing these Articles with the Florida Secretary of State until terminated in accordance with the Company's regulations and/or in accordance with law.

ARTICLE III - Address

The mailing and street address for the principal office of the Company is MAGNOLIA PARK – Gainesville, LLC, 2770 N.W. 43rd Street, Suite B, Gainesville, FL 32606-7419.

ARTICLE IV - Admission of Additional Members

Additional members to the Company may be admitted, but only if all the current Members unanimously agree to the admission of the additional members and unanimously agree to the terms of admission. Members can only be removed if all the current Members unanimously agree.

ARTICLE V - Members Rights to Continue Business

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

ARTICLE VI - Management

The daily, usual course of business of the Company will be managed by a manager (the "Manager"). Upon due authorization by the Members, the Manager can contract with the necessary professionals or service providers such that the daily business of the Company can be performed, subject to the controls as set forth herein and as set forth in the regulations. The Manager shall be elected annually by the Members in the manner prescribed by and provided for by the Members of the Company. The Manager shall hold the office(s) and have the responsibilities accorded to him/her by the Members. The Members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vote of the Members holding two-thirds interest in the Company. The name and address of the Manager who is to serve until the first annual meeting or until his successor is otherwise selected is as follows:

Thomas Schanze
411 Pablo Avenue
Jacksonville, Florida 32250

ARTICLE VII - Operating Agreement

The Members shall have the power to adopt, alter, amend, or repeal operating agreements of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE VIII - Registered Agent and Office

The street address of the Corporation's initial registered office is 101 E. College Avenue, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is: Lorence Jon Bielby, Esq., Greenberg Traurig, P.A.

Magnolia Park – Gainesville, LLC
Articles of Organization
Page 3

The undersigned executed these Articles of Organization on the 2nd day of April, 2007.



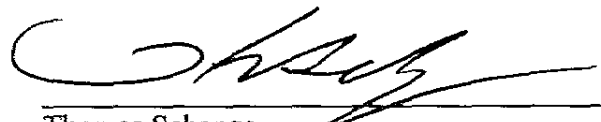
Thomas Schanze
Member, Magnolia Park – Gainesville, LLC

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Magnolia Park – Gainesville, LLC
2. The name and address of the registered agent and office is:

Lorence Jon Bielby, Esq.
Greenberg Traurig, P.A.
101 East College Avenue
Tallahassee, Florida 32301

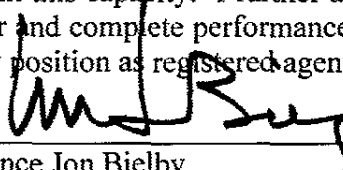


Thomas Schanze
Member, Magnolia Park – Gainesville, LLC

Magnolia Park – Gainesville, LLC
Articles of Organization
Page 4

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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.



Lorence Jon Bielby
Greenberg Traurig, P.A.
101 E. College Avenue
Tallahassee, FL 32301
Registered Agent

Date: APRIL 2, 2007