

FROM : REZNICSEK, FRASER & HASTINGS
Division of Corporations

FAX NO. : 9045671066

May. 10 2007 10:09AM P2

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Brookside Village II, LLC

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Reznicsek Fraser & Hastings, P.A.

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Phone:	Date: May 10, 2007
Re: <u>Brookside Village II, LLC</u>	CC:

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**ARTICLES OF ORGANIZATION
OF
BROOKSIDE VILLAGE II, LLC**

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Pursuant to section 608.407 of the Florida Limited Liability Company Act, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is Brookside Village II, LLC.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in § 608.402 (24) of the Act) of the Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing and street address of the principal office of the Company shall be 209 Sea Turtle Way, St. Augustine, Florida 32084.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The initial registered office of the Company shall be 209 Sea Turtle Way, St. Augustine, Florida 32084, and its initial registered agent at such office shall be Ronald Rideman.

**ARTICLE V
ADDITIONAL MEMBERS**

Additional members (as the term "member" is defined in § 608.402 (21) of the Act) may be admitted at such times and on such terms and conditions as provided in the Operating Agreement of the Company.

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**ARTICLE VI
CONTINUATION OF BUSINESS**

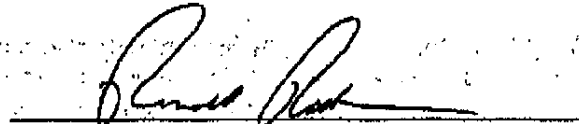
The remaining members of the Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of the member or members in the Company as provided in the Act or the Operating Agreement of the Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

The Company will be managed by one or more managers in accordance with and subject to the requirements of the Act and Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on behalf of the Company in accordance with § 608.407 of the Act.

Dated this 10th day of May, 2007.



Ronald Rideman, Member

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**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

Brookside Village II, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Ronald Rideman as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 209 Sea Turtle Way, St. Augustine, Florida 32084.

Dated this 10th day of May, 2007.

BROOKSIDE VILLAGE II, LLC

By: Rideman Investments, LLC
Its: Manager

By: Ronald Rideman
Ronald Rideman, Manager

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Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

Dated this 10th day of May, 2007.

Ronald Rideman
Ronald Rideman, Registered Agent