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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AR VENTURES, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

ALAN WEINER
(Name of Person)

ARTHUR RUTENBERG HOMES, INC.
(Firm/Company)

13922 58th STREET NORTH
(Address)

CLEARWATER, FL 33760
(City/State and Zip Code) ..

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For further information concerning this matter, please call:

ALAN WEINER at (727) 536-5900
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

AR VENTURES, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

13922 58TH ST. N.
Clearwater, FL 33760

Same as principal office
address

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Alan Weiner

Name

13922 58th St. N.

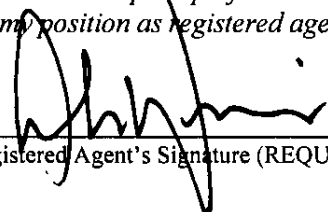
Florida street address (P.O. Box **NOT** acceptable)

Clearwater FL 33760

City, State, and Zip

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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..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

<u>MGRM</u>	<u>Arthur Rutenberg Homes, Inc.</u> <u>13922 58th St. N.</u> <u>Clearwater, FL 33760</u>
_____	_____
_____	_____
_____	_____
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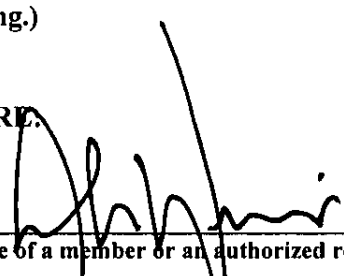
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(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Alan Weiner

Typed or printed name of signee

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

**CERTIFIED COPY OF RESOLUTIONS OF BOARD OF DIRECTORS
OF
Arthur Rutenberg Homes, Inc.**

I, JOANNE BURTON, do hereby certify that I am the duly elected and qualified Secretary of **Arthur Rutenberg Homes, Inc.**, a Florida corporation, and that the following is a true and correct copy of resolutions duly adopted at a Special Meeting of the Board of Directors of said corporation held on the 11th day of June 2007, at which meeting all of the directors were present and duly assigned a consent waiving all requirements as to notice and call of such meeting and the holding thereof:

WHEREAS **Arthur Rutenberg Homes, Inc.** wishes to establish a separate entity for the purpose of holding real property and constructing single-family homes.

NOW, THEREFORE, be it RESOLVED, that **AR VENTURES, LLC** shall be established as a new separate entity under the Florida Limited Liability Company Act, of which **Arthur Rutenberg Homes, Inc.** will be the Sole Member, and

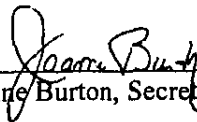
Be it FURTHER RESOLVED, that **ALAN WEINER** is appointed as Manager of **AR VENTURES, LLC**, and is hereby authorized, empowered and directed to file all necessary forms and documents with the State of Florida to register **AR VENTURES, LLC** as a business entity, and to execute deeds, contracts, notes and mortgages and other similar legal instruments for the Corporation.

I further certify:

1. The Corporation is in good standing with all license and income taxes paid;
2. No proceeding for the dissolution or liquidation of the Corporation is in effect;
3. The foregoing resolutions are unmodified and in full force and effect.

IN WITNESS WHEREOF, I have hereunto affixed my hand as Secretary and have caused the corporate seal of said corporation to be hereunto affixed, this 11th day of June 2007.

(Corporate Seal)


Joanne Burton, Secretary


STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that before me personally appeared JOANNE BURTON to me known to be the person described in and who executed the foregoing Certified Copy of Resolutions of Board of Directors, and acknowledged the execution thereof to be her free act and deed.

WITNESS my hand and official seal in the county and state aforesaid this 11 day of June, 2007.

(Notary Seal)




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