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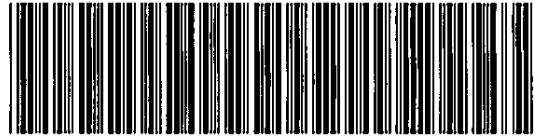
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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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The Villages at Laurel
Hollows LLC

- ___ Art of Inc. File_____
- ___ LTD Partnership File_____
- ___ Foreign Corp. File_____
- ___ L.C. File_____
- ___ Fictitious Name File_____
- ___ Trade/Service Mark_____
- ___ Merger File_____
- ___ Art. of Amend. File_____
- ___ RA Resignation_____
- ___ Dissolution / Withdrawal_____
- ___ Annual Report / Reinstatement_____
- ___ Cert. Copy_____
- ___ Photo Copy_____
- ___ Certificate of Good Standing_____
- ___ Certificate of Status_____
- ___ Certificate of Fictitious Name_____
- ___ Corp Record Search_____
- ___ Officer Search_____
- ___ Fictitious Search_____
- ___ Fictitious Owner Search_____
- ___ Vehicle Search_____
- ___ Driving Record_____
- ___ UCC 1 or 3 File_____
- ___ UCC 11 Search_____
- ___ UCC 11 Retrieval_____

Signature

Requested by:

Name

Date

Time

WL 7/24 11:00

Articles of Organization of THE VILLAGES AT LAUREL MEADOWS, LLC

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
THE VILLAGES AT LAUREL MEADOWS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be THE VILLAGES AT LAUREL MEADOWS, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 3020 South Florida Ave., Suite 101 Lakeland, FL 33803.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is ROBERT J. ADAMS, 3020 South Florida Ave, Suite 101 Lakeland, FL 33803.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in the Operating Agreement adopted by the Members.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, as provided in the regulations.

Articles of Organization of THE VILLAGES AT LAUREL MEADOWS, LLC

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by managers ("Managers") in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial Manager of the Company is

NAME	ADDRESS
BERKSHIRE INVESTORS GROUP, INC.,	3020 South Florida Ave., Suite 101, Lakeland, FL 33803

Articles of Organization of THE VILLAGES AT LAUREL MEADOWS, LLC

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Lakeland, Florida, on this 21 day of September, 2007.


Robert J. Adams

STATE OF FLORIDA
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this 21 day of September, 2007, by Robert J. Adams.


Notary Public -- State of Florida

Lisa Ponsonby
Print, Type, or Stamp
Commissioned Name of Notary Public

Personally Known X or Produced Identification Type of Identification
Produced _____
(SEAL)



Articles of Organization of THE VILLAGES AT LAUREL MEADOWS, LLC

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

Under the provisions of F.S. 608.415 THE VILLAGES AT LAUREL MEADOWS, LLC submits the following statement to designate a registered office and registered agent in the state of Florida.

1. The name of the limited liability company is THE VILLAGES AT LAUREL MEADOWS, LLC.

2. The name and address of the registered agent in Florida is:

ROBERT J. ADAMS, 3020 South Florida Ave., Suite 101, Lakeland, FL 33803



ROBERT J. ADAMS

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of THE VILLAGES AT LAUREL MEADOWS, 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 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 or her duties, and is familiar with and accept the obligations of the position of registered agent.



ROBERT J. ADAMS, Registered Agent