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October 29, 2007

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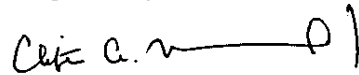
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Sutton Properties of Palm Bay II, LLC

Dear Sir:

Enclosed are the original and one copy of the Articles of Organization and Registered Agent Certificate of the subject company along with a check in the amount of \$125.00. Please file the Articles and return a copy to the undersigned. If you have any questions about this matter, please contact me.

Respectfully,



Clifton A. McClelland, Jr.

CAM/tah
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SUTTON PROPERTIES OF PALM BAY II, LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, does set forth the following:

ARTICLE I

NAME

The name of the limited liability company is SUTTON PROPERTIES OF PALM BAY II, LLC (hereinafter referred to as the "Company").

ARTICLE II

PERIOD OF DURATION

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

ARTICLE III

PURPOSE

The purpose for which the Company is organized is to engage in real estate development and rental of real estate, and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws, including the power to buy, sell, convey and mortgage real property.

ARTICLE IV

ADDRESS OF PLACE OF BUSINESS

The mailing address for the Company is Post Office Box 060250, Palm Bay, Florida 32906-0250, and the street address of the place of business for the Company is 2174 Harris Avenue, N.E., Palm Bay, Florida 32905. These addresses may be changed from time to time as provided in the Operating Agreement.

ARTICLE V

REGISTERED AGENT

The initial registered agent in Florida for the Company is Fred E. Sutton, and the initial registered office is located at 2174 Harris Avenue, N.E., Palm Bay, Florida 32905.

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ARTICLE VI

CAPITAL CONTRIBUTIONS

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

ARTICLE VII

MEMBERS

The Company shall have at least one Member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

ARTICLE VIII

CONTINUITY OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

ARTICLE IX

MANAGEMENT

The Company will be managed by one or more Manager(s) appointed in accordance with the terms of the Articles of Organization and the Operating Agreement of the Company. As such the Company will be manager-managed. Fred E. Sutton is hereby appointed as the initial Manager and shall serve until his successor is qualified and elected. The overall management and control of the business and affairs of the Company shall be vested in its Manager(s) as provided in these Articles of Organization and the Operating Agreement of the Company.

ARTICLE X

INDEMNIFICATION

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

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Executed at Palm Bay, Florida, on October 29th, 2007.

SUTTON PROPERTIES OF PALM
BAY II, LLC
a Florida limited liability company

By: Fred E. Sutton
Fred E. Sutton, Managing Member

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.

Fred E. Sutton
Fred E. Sutton, Registered Agent

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