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Account Number : 072720000036
Phone : (407) 843-4600
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Attn: Tami Paskey

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

BRM Heritage Whitehill Estates II, LLC

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**ARTICLES OF ORGANIZATION
OF
BRM HERITAGE WHITEHILL ESTATES II, LLC**

ARTICLE I - NAME

The name of this limited liability company is BRM HERITAGE WHITEHILL ESTATES II, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 707 Mendham Blvd., Suite 201, Orlando, Florida 32825.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 707 Mendham Blvd., Suite 201, Orlando, Florida 32825, and the name of the initial registered agent of the Company at that address is Louis E. Vogt.



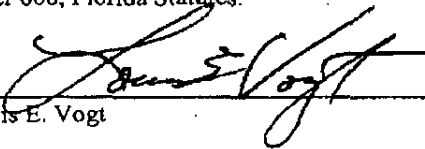
Signature of a Member or an Authorized
Representative of a Member

Louis E. Vogt

Typed or Printed Name of Signer

ACCEPTANCE 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 above, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and represents that he is familiar with, and accepts the obligations of, his position as registered agent as provided for in Chapter 608, Florida Statutes.



Louis E. Vogt