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From:
Account Name : STEARNS WEAVER MILLER WEISSLER ALHADEF & SITTERSON, P.A.
Account Number : I20060000135
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FLORIDA/FOREIGN LIMITED LIABILITY CO.

THE MODESTO APARTMENTS DEVELOPER, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
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**ARTICLES OF ORGANIZATION OF
THE MODESTO APARTMENTS DEVELOPER, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is The Modesto Apartments Developer, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 908 South Rome Avenue, Suite 3, Tampa, Florida 33606.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

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

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Alexander English | 908 South Rome Avenue, Suite 3 Tampa, Florida 33606 |

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization this 17 day of December, 2007.



Alexander English
Authorized Representative of Member

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REGISTERED AGENT=S ACCEPTANCE

Having been named as registered agent and to accept service of process for The Modesto Apartments Developer, LLC at the place designated in this certificate, the undersigned hereby 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 duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: December 12, 2007


Alexander English, Registered Agent

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