Division of Corporations



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FLORIDA/FOREIGN LIMITED LIABILITY CO.

THE MODESTO APARTMENTS GP, LLC

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ARTICLES OF ORGANIZATION OF THE MODESTO APARTMENTS GP, 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 GP, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 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>

Address

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 12 day of December, 2007.

Alexander English

Authorized Representative of Member

REGISTERED AGENT=S ACCEPTANCE

Having been named as registered agent and to accept service of process for The Modesto Apartments GP, 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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SECRETARY OF STATE