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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FLORIDA/FOREIGN LIMITED LIABILITY CO.****HEMLEPP PROPERTIES III LLC**

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**ARTICLES OF ORGANIZATION
OF
HEMLEPP PROPERTIES III LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**ARTICLE I
NAME**

The name of this limited liability company is Hemlepp Properties III LLC (the "Company").

**ARTICLE II
ADDRESS**

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

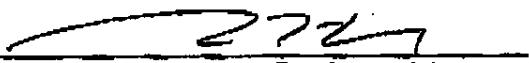
816 Eastview Avenue
Delray Beach, FL 33483.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

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

Michael Hemlepp
816 Eastview Avenue
Delray Beach, FL 33483

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.


Michael Hemlepp, Registered Agent

ARTICLE IV MANAGEMENT

The name and address of each Manager or Managing Member is as follows:

<u>Title</u>	<u>Name and Address</u>
MGRM	Michael Hemlepp 816 Eastview Avenue Delray Beach, FL 33483
MGRM	Sally Hemlepp 6155 N.W. 32 nd Avenue Boca Raton, FL 33496

ARTICLE V EFFECTIVE DATE

These Articles of Organization shall be effective upon filing with the Department of State.

The undersigned executed these Articles of Organization on this 18th day of February 2008.


Authorized Representative of the Members

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael Hemlepp
Typed or printed name of signee