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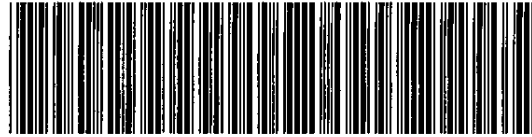
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J. BRYAN

MAR - 3 2008

EXAMINER

RANDALL N. THORNTON

ATTORNEY AT LAW

POST OFFICE BOX 58

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February 25, 2008

Florida Secretary of State
New Corporations Division
Clifton Building
2661 Executive Center Circle
Tallahassee, Fl 32301

Re: Quail Hollow, LLC and Overlook Estates, LLC

Dear Sir:

Enclosed are the Articles of Organization on the above. Please
file and issue a certified copy. Enclosed is my check for
\$310.00.



Randall N. Thornton

encl.

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ARTICLES OF ORGANIZATION
FOR QUAIL HOLLOW, L.L.C.

THE UNDERSIGNED, acting as the authorized Organizer, does hereby form a limited liability company pursuant to Chapter 608, Florida Statutes, and does hereby adopt the following articles of organization:

ARTICLE I
Name

The name of the Limited Liability Company is QUAIL HOLLOW, L.L.C. (hereinafter "Company").

ARTICLE II
Address

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

4300 NW 23rd Ave Suite 355
Gainesville, FL 32606

ARTICLE III
Duration

The period for the duration of the Company shall be perpetual, and the Company shall continue until it is dissolved in accordance with either the provisions of Operating Agreement or the Act.

ARTICLE IV
Purpose

PURPOSES: The purposes for which the Company is organized are:

(a) To purchase, own, hold, control, use, develop, improve, exchange, mortgage, lease, rent, sell, convey, or otherwise acquire and dispose of and deal generally in and with, real property, both improved and unimproved, all timber located or to be cultivated thereon, and any and all oil, gas and other minerals and mineral rights of every kind and any easement or other interest therein, wherever situate; to erect, or cause to be erected, on any lands owned, held or occupied by the Company, houses, buildings, or other structures, with their appurtenances; to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on lands so owned, held or occupied; to encumber, sell or otherwise dispose of any lands or interests in lands,

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timber located or hereafter cultivated thereon, and any buildings or other structures; and

(b) In general, to take any and all actions, and to exercise any and all powers which might now or hereafter be lawful for a limited liability company to do or exercise under the Act or any act amendatory thereof or supplemental thereto that may be now or hereafter in force.

ARTICLE V

Initial Members and Ownership Interests

The names, mailing addresses, and Ownership Interests of the initial members of the Company are:

PHILLIP A. FIELDS, as Trustee of the PHILLIP A. FIELDS REVOCABLE TRUST OF 2008	5453 Old Shell Road, No. 141 Mobile, AL 36608
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ARTICLE VI

Management

The management of the Company is vested in its Members.

ARTICLE VII

Operating Agreement

The provisions for the regulation of the internal affairs of the Company shall be as set forth in the Operating Agreement of the Company.

ARTICLE VIII

No Liability

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, pursuant to Chapter 608, Florida Statutes.

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ARTICLE IX
Registered Agent, Registered Office, & Registered Agent's Signature

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

PHILLIP A. FIELDS

4300 NW 23rd Ave Suite 355
Gainesville, FL 32606

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.

Registered Agent's Signature: Phillip A. Fields

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

The undersigned member has hereunto affixed his signature on this the 12th day of February, 2008.

Phillip A. Fields
PHILLIP A. FIELDS, as Trustee of the
PHILLIP A. FIELDS REVOCABLE TRUST
OF 2008

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