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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Tuscany Class B Partners, LLC

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240 Ponte Vedra Park Drive, Suite 150

Ponte Vedra Beach, Florida 32082

Phone: (904) 567-1060

Facsimile: (904) 567-1065

To: Division of Corporations

From: Donna Ciancutti

Fax: 850-617-6383

Pages: 4

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Re: Tuscany Class B Partners, LLC

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**ARTICLES OF ORGANIZATION
OF
TUSCANY CLASS B PARTNERS, LLC**

Pursuant to Section 608.407 of the Florida Limited Liability Company Act, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is Tuscanry Class B Partners, L.L.C.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in § 608.402 (24) of the Act) of the Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing and street address of the principal office of the Company shall be Four Sawgrass Village, Suite 240 - F, Ponte Vedra Beach, Florida 32082.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The initial registered office of the Company shall be Four Sawgrass Village, Suite 240, Ponte Vedra Beach, Florida 32082 and its initial registered agent at such office shall be Bruce N. Orr.

**ARTICLE V
MANAGEMENT OF THE COMPANY**

The Company will be managed by one or more Managers in accordance with and subject to the requirements of the Act and Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned members of the Company have executed these Articles of Organization on behalf of the Company in accordance with § 608.407 of the Act.

Dated this 19th day of September, 2008.



Bruce N. Orr, Managing Member

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**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

Tuscany Class B Partners, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Bruce N. Orr as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be Four Sawgrass Village, Suite 240, Ponte Vedra Beach, Florida 32082.

Dated this 25th day of September, 2008.


Bruce N. Orr, Managing Member

Having been named as registered agent to accept service of process for the above limited liability company, at the place designated in this certificate, I hereby agree to 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.

Dated this 25th day of September, 2008.


Bruce N. Orr, Registered Agent

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