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FLORIDA/FOREIGN LIMITED LIABILITY CO.

G.F. Florida Homes II, LLC

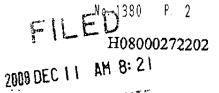
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C. LEWIS DEC 1 2 2008 **EXAMINER**

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ARTICLES OF ORGANIZATION CRETARY OF SYATE TALLAHASSEE. FLORIDA

G.F. FLORIDA HOMES II, LLC

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I NAME

The name of this limited liability company (the "Company") is G.F. FLORIDA HOMES II, LLC.

ARTICLE II ADDRESS

The address of the principal office and mailing address of this Company is 8186 Baymeadows Way West, Jacksonville, Florida 32256.

ARTICLE III INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 8186 Baymeadows Way West, Jacksonville, Florida 32256, and the name of its initial registered agent at such address is Christopher J. Gazes.

ARTICLE IV MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers and is, therefore, a managermanaged company.

ARTICLE V LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent, or employee of the Company shall be personally liable for the debts, obligations, or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent, or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of a Member of the Company, has executed these Articles of Organization this production of December, 2008. 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.

Christopher J. Gazes, Authorized Representative

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability company is:

G.F. FLORIDA HOMES II, LLC

2. The name and address of the registered agent and office are:

Christopher J. Gazes 8186 Baymeadows Way West Jacksonville, Florida 32256

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.

Dated: December // , 2008

Signature of Registered Agent

HRISTOPHEN V. GAZES

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