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To: Division of Corporations
Fax Number : (850)617-6383

From: Account Name : PRESTON O. COCKEY, JR., P.A.
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

747 Brightwaters, LLC

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G. MCLEOD

APR 23 2009

EXAMINER

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**ARTICLES OF ORGANIZATION
OF
747 BRIGHTWATERS, LLC**

1. NAME. The name of this limited liability company is 747 Brightwaters, LLC (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

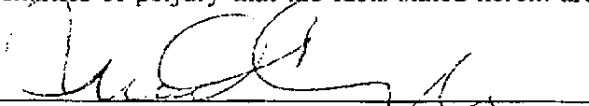
2. PLACE OF BUSINESS. The mailing address and street address of the Company's principal office is 706 18th Avenue N.E., St. Petersburg, Florida 33704.

3. REGISTERED AGENT AND OFFICE. The name of the initial registered agent of the Company is Preston O. Cockey, Jr. The street address of the initial registered agent of the Company is 110 E. Madison Street, Suite 204, Tampa, Florida 33602.

4. MANAGEMENT OF THE COMPANY. The Company shall be managed by a manager or managers in accordance with the Operating Agreement adopted by all of the members and is, therefore, a manager-managed company. The initial managers of the Company are Sandra R. Gacio, Michael V. Kotler, William D. McGovern and Cindy McFerrin.

5. OPERATING AGREEMENT. The manager or managers shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

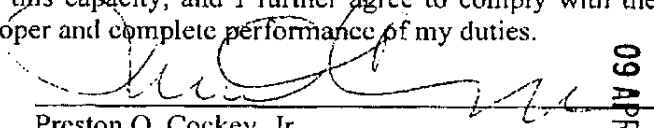
The undersigned executed these Articles of Organization effective as of the 22nd day of April, 2009. (In accordance with Section 608.408(3), *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Preston O. Cockey, Jr., as authorized representative

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all *Statutes* relative to the proper and complete performance of my duties.



Preston O. Cockey, Jr.

Dated: April 22, 2009.

SECRETARY
DIVISION OF STATE

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