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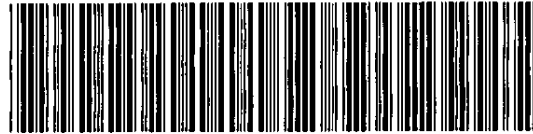
(Business Entity Name)

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B. KOHR
JUN - 4 2009
EXAMINER

FILED
09 JUN -4 PM 10:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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OF COUNSEL:
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*BOARD CERTIFIED REAL ESTATE LAWYER

June 4, 2009

Division of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

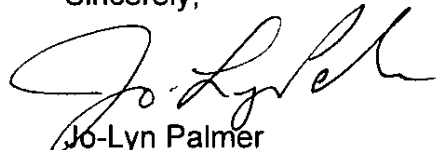
SUBJECT: Places on Pensacola, LLC

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Organization of Places on Pensacola, LLC with a check in the amount of \$125.00 for the filing fee.

If you have any questions, please contact me.

Sincerely,



Jo-Lyn Palmer
Paralegal to
Bruce I. Wiener

enclosures

FILED
09 JUN -4 PM 10:35
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PLACES ON PENSACOLA, LLC

FILED
09 JUN -4 PM 10:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I
Name and Principal Place of Business

The name of the limited liability company shall be **Places on Pensacola, LLC** (the "Company"). The principal place of business and mailing address of the Company shall be 2065 Thomasville Road, Tallahassee, Florida 32308.

ARTICLE II
Duration

The Company shall commence its existence on the date these Articles of Organization are filed with and accepted by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization and the Operating Agreement of the Company.

ARTICLE III
Powers

The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV
Registered Office and Agent

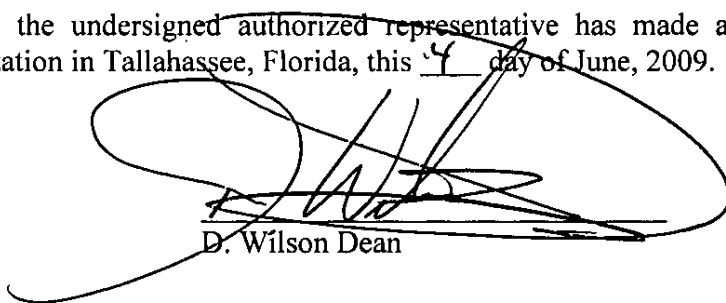
The name and street address of the registered agent of the Company in the State of Florida are as follows: D. Wilson Dean, 2065 Thomasville Road, Tallahassee, Florida 32308.

ARTICLE V
Management

The business and affairs of the Company shall be managed by one or more managers who shall be elected by the members. The name and address of the manager who will serve as the manager until his successor is elected and qualified is as follows:

D. Wilson Dean
2065 Thomasville Road
Tallahassee, Florida 32308

IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these Articles of Organization in Tallahassee, Florida, this 4 day of June, 2009.

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the bottom.

D. Wilson Dean

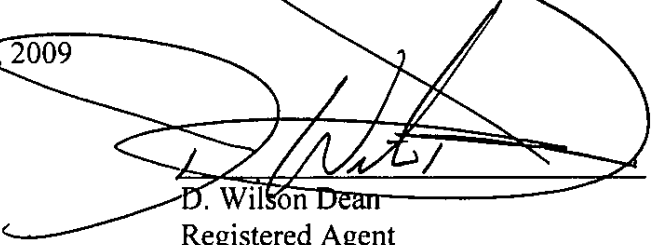
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA LIMITED LIABILITY COMPANY ACT, THE LIMITED LIABILITY COMPANY IDENTIFIED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is PLACES ON PENSACOLA, LLC
2. The name and the Florida street address of the registered agent of PLACES ON PENSACOLA, LLC is: D. Wilson Dean, 2065 Thomasville Road, Tallahassee, Florida 32308.

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: June 4, 2009


D. Wilson Dean
Registered Agent