

Date: 10/17/2009 Time: 4:19 PM To: 18506176383

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

West Ocala Mezzanine Investors, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
WEST OCALA MEZZANINE INVESTORS, LLC
A Florida Limited Liability Company**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I – NAME

The name of the limited liability company shall be **WEST OCALA MEZZANINE INVESTORS, LLC** ("Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be 3925 Coconut Palm Drive, Suite 117, Tampa, Florida 33619.

ARTICLE III – PURPOSE

The Company is formed for any purpose or purposes for which a limited liability company may be formed pursuant to the Act.

ARTICLE IV – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE V – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Attn: Michael Furbush, R&A Agents, Inc., 420 South Orange Avenue, Suite 700, Orlando, Florida 32801.

ARTICLE VI – MANAGEMENT AND MEMBERS

The Company shall be managed by managing members, Ken Steel, whose address is 1433 North State Parkway, Chicago, IL 60610, HSK Funding, LLC, whose address is 3160 Hickory Lane, Binghamton, NY 13903, Vestal Venture Capital, whose address is 6471 Enclave Way, Boca Raton, FL 33496, Island Capital Partners, LLC, whose address is 2834 Cox Neck Road, Chester, MD 21619 and William Ryan Homes Florida, Inc., whose address is 3925 Coconut Palm Drive, Suite 117, Tampa, Florida 33619, and is, therefore, a manager-managed company. The Company is comprised of the five (5) members listed above.

ARTICLE VII – AMENDMENT

These Articles of Organization may be amended by a written instrument adopted by all of the members, or as may otherwise provided by law.

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IN WITNESS WHEREOF, the following have signed these Articles of Organization as members and acknowledged them to be their act this 6th day of OCTOBER, 2009.

Kenneth R. Steel
Ken Steel

HSK FUNDING, LLC

By: [Signature]
Name: Oliver C. Kopke
Title: VP

VESTAL VENTURE CAPITAL

By: _____
Name: _____
Title: _____

ISLAND CAPITAL PARTNERS, LLC

By: _____
Name: _____
Title: _____

WILLIAM RYAN HOMES FLORIDA,
INC.

By: _____
Name: _____
Title: _____

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

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IN WITNESS WHEREOF, the following have signed these Articles of Organization as members and acknowledged them to be their act this _____ day of _____ 2009.

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Ken Steel

RISK FUNDING, LLC

By: _____
Name: _____
Title: _____

VESTAL VENTURE CAPITAL

By: Alan R. Lyons
Name: ALLAN R. LYONS
Title: Managing member of the
Managing GP of Vestal Venture Capital
ISLAND CAPITAL PARTNERS, LLC

By: _____
Name: _____
Title: _____

WILLIAM RYAN HOMES FLORIDA,
INC.

By: _____
Name: _____
Title: _____

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

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members and acknowledged them to be their act this _____ day of _____, 2009

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Ken Steel

HSK FUNDING, LLC

By: _____
Name: _____
Title: _____

VESTAL VENTURE CAPITAL

By: _____
Name: _____
Title: _____

ISLAND CAPITAL PARTNERS, LLC

By: [Signature]
Name: G.I. MCKENZIE
Title: MANAGING MEMBER

WILLIAM RYAN HOMES FLORIDA,
INC.

By: _____
Name: _____
Title: _____

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

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IN WITNESS WHEREOF, the following have signed these Articles of Organization as members and acknowledged them to be their act this _____ day of _____, 2009.

Ken Steel

HSK FUNDING, LLC

By: _____
Name: _____
Title: _____

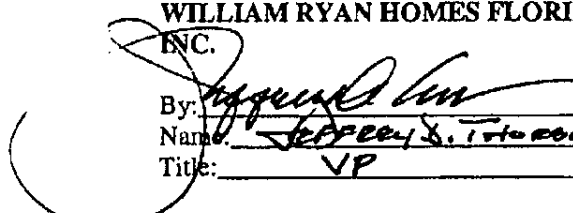
VESTAL VENTURE CAPITAL

By: _____
Name: _____
Title: _____

ISLAND CAPITAL PARTNERS, LLC

By: _____
Name: _____
Title: _____

WILLIAM RYAN HOMES FLORIDA,
INC.

By: 
Name: Jeffrey S. Tatro
Title: VP

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

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STATEMENT ACCEPTING APPOINTMENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

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

R & A Agents, Inc., an Ohio
corporation

By: Michael J. Furbush
Michael Furbush

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