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DIVISION OF CORPORATION
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TERRENCE F. PYLE, P.A.

ATTORNEY AT LAW

707 W. DEL WEBB BOULEVARD
SUN CITY CENTER, FLORIDA 33573
TELEPHONE: (813) 634-3361
FAX: (813) 634-4099

October 16, 2009

Director
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Formation of GAFFNEY APARTMENTS, L.L.C.

Dear Sir/Madam:

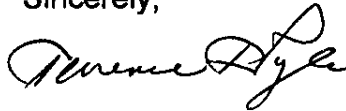
Please find enclosed the following with regard to the above Limited Liability Company:

1. The original and one copy of the Articles Of Organization;
2. The original and one copy of an executed Acceptance Of Appointment As Resident Agent; and
3. My law firm's check payable to the Florida Department Of State in the amount of \$155.00 to cover the following:

[a] Filing Fee	\$100.00
[b] Certified copy	\$ 30.00
[c] Resident Agent Form	\$ 25.00

Thank you for your assistance in this matter. If you have any questions, please call.

Sincerely,



Terrence F. Pyle

TFP/mh
Enclosures

ARTICLES OF ORGANIZATION OF GAFFNEY APARTMENTS, L.L.C.

ARTICLE I NAME

The name of the Limited Liability Company is GAFFNEY APARTMENTS, L.L.C. [the "Company"].

ARTICLE II DURATION

The Company shall have perpetual duration.

ARTICLE III PURPOSE

The Company is organized for the following purposes: to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other state or foreign country.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The mailing address and street address of the initial REGISTERED OFFICE of the Company is:

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2091 Oceanview Drive
Tierra Verde, FL 33715

and the name and address of the Company's initial REGISTERED AGENT is:

TERRENCE F. PYLE
707 Del Webb Blvd. West
Sun City Center, FL 33573

ARTICLE V NEW MEMBERS

New Members may be allowed into the Company upon a majority vote of the Members then allowed to vote, with the initial contribution of such new Member to be determined by majority vote of the Members at that time. Such voting shall be done on a per-Member basis.

ARTICLE VI CONTINUITY

The remaining Members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or on the occurrence of any other event which terminates the continued Membership of a Member in the Company.

ARTICLE VII MANAGEMENT

The management of the Company is reserved to a Manager, and the name and address of the Manager, who shall serve as Manager until its successor is duly elected and qualified, is:

Sarasota Consulting, Inc.
2091 Oceanview Drive
Tierra Verde, FL 33715

ARTICLE VIII OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company, by voting conducted on a per-Member basis.

ARTICLE IX INDEMNIFICATION

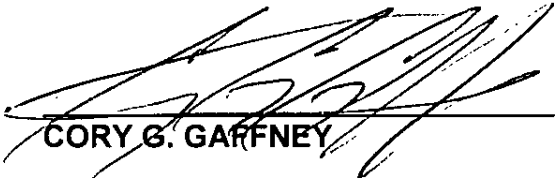
The Company shall indemnify any Member, or any former Member, to the fullest extent permitted by law.

ARTICLE X AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these ARTICLES OF ORGANIZATION, or any amendment hereto, upon such occurrences or for such reasons as authorized by law, by super-majority vote of the Members, voting on a per-Member basis.

IN WITNESS WHEREOF, the undersigned Members have executed the ARTICLES OF ORGANIZATION of GAFFNEY APARTMENTS, L.L.C. this 13 day of October, 2009, pursuant to Section 608.407, Florida Statutes.



THOMAS F. GAFFNEY


CORY G. GAFFNEY

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT
OF
GAFFNEY APARTMENTS, L.L.C.**

Having been named as REGISTERED AGENT for GAFFNEY APARTMENTS, L.L.C., a Limited Liability Company [the "Company"], in the ARTICLES OF ORGANIZATION filed with the Florida Department Of State, and being familiar with the duties of that position, I do, on behalf of the Company, agree to accept said appointment and to accept service of process for the Company, and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT:

BY: 
TERRENCE F. PYLE
707 Del Webb Blvd. West
Sun City Center, FL 33573

DATED: OCT. 16, 2009