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**FLORIDA/FOREIGN LIMITED LIABILITY CO.  
CITADEL APARTMENTS OF VENICE, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
CITADEL APARTMENTS OF VENICE, LLC**

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) and in accordance with F.S. § 608.407.

1. Name. The name of the Company is Citadel Apartments of Venice, LLC.
2. Street Address of Principal Office. The mailing address and street address of the principal office of the Company is 341 West Venice Avenue, Venice, FL 34285.
3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is Cross Street Corporate Services, LLC, 200 South Orange Avenue, Sarasota, Florida 34236.
4. Existence. In accordance with F.S. § 608.409, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.
5. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 18<sup>th</sup> day of January 2010 (the "Execution Date").

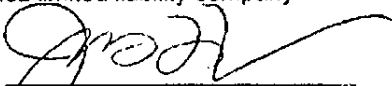
  
James L. Turner  
Member or Authorized Representative

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.

Cross Street Corporate Services, LLC, a  
Florida limited liability company

By:   
James L. Turner  
As its Vice President