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(Requestor's Name)

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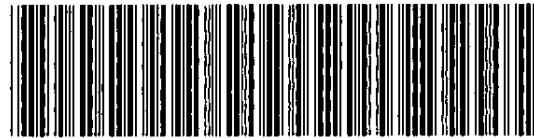
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR 30 AM 10:55

T. HAMPTON

MAR 31 2011

EXAMINER

CF 125.00
Cert 5.00

PRESTON O. COCKEY, JR., P.A.

Attorney At Law

110 E. Madison Street
Suite 204
Tampa, Florida 33602

Tel: 813-275-5015
Fax: 813-275-5016
E-mail: gbarber@poclaw.com

March 28, 2011

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Organization Filing

To Whom It May Concern:

Please file the enclosed original Articles of Organization for the following limited liability companies:

1. Gulfstream Investor Group Phase II, LLC
2. HG Gulfstream Phase II, LLC

Please forward us the certified copy of the Articles via fax to (813) 275-5016 AND return in the enclosed self-addressed stamped envelope. I have enclosed our check in the amount of \$260.00, for the filing of the Articles (\$200.00) and the certified copy fee (\$60.00).

Please call me at (813) 275-5015 if you have any questions.

Very truly yours,



Gina R. Barber, Legal Administrator
to Preston O. Cockey, Jr.

/grb
Enclosures

348000-23 Ltr to Sec of State (File Articles) 3-28-11.doc

**ARTICLES OF ORGANIZATION
OF
HG GULFSTREAM PHASE II, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 MAR 30 AM 10:55

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

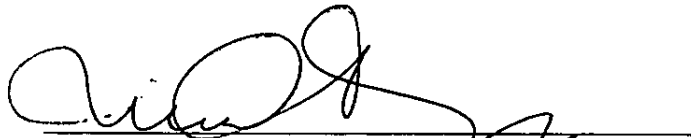
2. **PLACE OF BUSINESS.** The mailing address and street address of the Company's principal office is 601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606.

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 will be Charles B. Funk, Jeffrey B. Meehan and Michael E. Gratz.

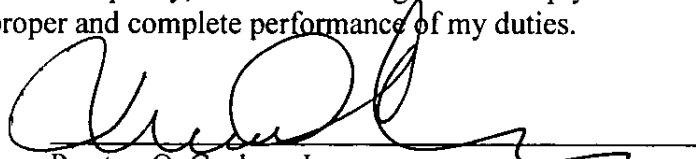
5. **OPERATING AGREEMENT.** The manager or managers shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned executed these Articles of Organization effective as of the 28th day of March, 2011. (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: March 28, 2011.