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APR 29 2011

EXAMINER

Audit No. H11000117050 3

ARTICLES OF ORGANIZATION FOR PALMS OF HOLMES BEACH, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, as amended, does hereby adopt the following Articles of Organization for such company:

ARTICLE I. NAME

The name of this company shall be PALMS OF HOLMES BEACH, LLC; and shall be referred to herein as "the Company" or "this Company."

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and the street address for the Company is 1660 US RT 42 NE, London, OH 43140.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this Company is as follows:

Najmy Thompson, P.L. 1401 8th Avenue West Bradenton, Florida 34205

ARTICLE IV. MANAGEMENT OF COMPANY

This Company shall be a Manager-managed Company. The initial Manager shall be Jeffrey D. Mitchell.

11 APR 28 AM 9: 22

Michael J. Smith, Esq. Fle. Ber No. 0016252 Najmy Thompson, P.L. 1401 8th Avenue West Bradenton, Florida 34205 (941)748-2216

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ARTICLE V. INDEMNIFICATION

This Company shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as the Manager of the Company, has signed these Articles of Organization on this 28 day of April, 2011.

Jeffjey/O. Mitchell, as Manager

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

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, the firm hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The firm further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as Registered Agent as provided in Chapter 608, F.S.

Najmy Thompson, P.L.

Michael J. Smith, Esq., as a firm associate

STATE OF FLORIDA COUNTY OF MANATEE

On April 28, 2011, Michael J. Smith, Esq., as an associate with Najmy Thompson, P.L., designated above as the firm who shall serve as this company's Registered Agent, who is personally known to me or who produced as identification, and who did take an oath

as identification, and who did take an oath personally appeared before me and signed these Articles of Organization,

Notary Public, State of Florida

Michael J. Smith, Esq. Fla. Bar No. 0016252 Najmy Thompson, P.L. 1401 8lh Avenue West Gradenton, Florida 34205 (941)748-2216

