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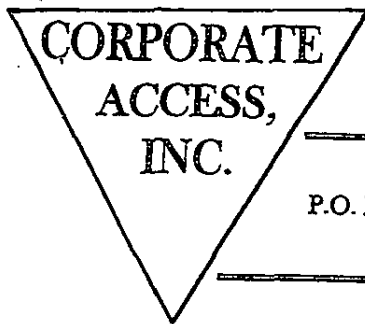


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1. Marathon Real Estate Investments I, LLC
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

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SPECIAL INSTRUCTIONS: _____

**FLORIDA LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION
OF
MARATHON REAL ESTATE INVESTMENTS I, LLC**

Pursuant to Florida Statutes Chapter 608, "The Florida Limited Liability Company Act", as amended, the below named entity adopts these Articles of Organization as of the date and time when these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on this original document, in accordance with the following:

ARTICLE I - NAME.

The name of the Limited Liability Company is:

Marathon Real Estate Investments I, LLC

ARTICLE II - ADDRESS.

The mailing address and street address of the principal office of the Limited Liability Company is:

3028 Crystal Oak Court
Orlando, FL 32806

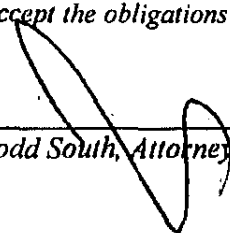
ARTICLE III - REGISTERED AGENT.

The name and the Florida street address of the registered agent is:

South Milhausen, P.A.
c/o J. Todd South, Esq.
1000 Legion Place, Suite 1200
Orlando, FL 32801
Telephone (407) 539-1638
Facsimile (407) 539-2679

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



J. Todd South, Attorney / Registered Agent's Signature

ARTICLE IV - MANAGEMENT.

The Limited Liability Company (LLC) is to be managed by a manager or managers and the name and address of the person who is to serve as the manager is:

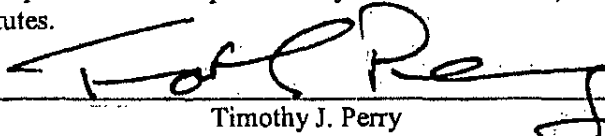
Timothy J. Perry
3028 Crystal Oak Court
Orlando, FL 32806

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS.

The right, if given, to admit additional members and the terms and conditions of the admissions shall be as set forth in the Operating Agreement of this LLC as the same may be amended from time to time.

ARTICLE VI - EFFECTIVE DATE; PERPETUAL EXISTENCE

These Articles of Organization shall be effective and this Limited Liability Company's existence shall commence upon the filing of these Articles of Organization by the Secretary of State. Thereafter, this Limited Liability Company shall exist perpetually, except as otherwise provided by Sections 608.441, 608.448 and 608.449 of the Florida Statutes.



Timothy J. Perry

Signature of a member or an authorized representative of a member

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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