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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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1.) Sandcastle Homes SW Florida L.C.
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

Name
Availability
Document
Examiner
Updater
Updater
Verifier
Acknowledgement
W. P. Verifier

(5)

7.)
(CORPORATE NAME & DOCUMENT #)

8.)
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9.)
(CORPORATE NAME & DOCUMENT #)

10.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

Handwritten signatures and initials

"When you need ACCESS to the world" CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 17, 1998

CORPORATE ACCESS, INC.

TALLAHASSEE, FL 32303

SUBJECT: SANDCASTLE HOMES FLORIDA L.C.
Ref. Number: W98000005966

We have received your document for SANDCASTLE HOMES FLORIDA L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 698A00014433

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corrected
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

Sandcastle Homes SW Florida L.C.

ARTICLE II - Address:

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

2338, Immokalee Road Suite 101
Naples Florida 34110

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

(check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

David Reeves } 27165 Kindlewood Lane Bonita
Linda Reeves } Springs
Florida 34135

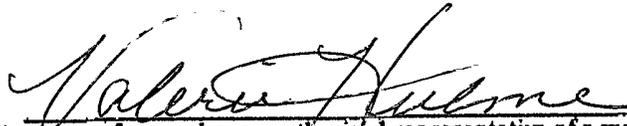
The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/ are:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of _____
Sandcastle Homes SW Florida L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 200
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____ . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 500,000 . This total includes amounts from 2 and 3 above.



Signature of a member or 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.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. The name of the limited liability company is: _____
Sandcastle Homesw Florida L.C.

2. The name and address of the registered agent and office is:
Valerie Hulme
(Name)
2338 Immokalee Road Suite 101
(P.O. Box not acceptable)
Naples Florida 34110
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated 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 I am familiar with and accept the obligations of my position as registered agent.

Valerie Hulme (Signature) 3/12/98 (Date)