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FROM: RUDNICK & WOLFE
CONTACT: JUDITH E COVEY
PHONE: (813)229-2111

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FAX #: (813)229-1447

NAME: THE STUDENT COMMUNITIES COMPANY, L.C.

AUDIT NUMBER.....H98000014092

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1998

RUDNICK & WOLFE
JUDITH E. COVEY

SUBJECT: THE STUDENT COMMUNITIES COMPANY, L.C.
REF: W98000017346

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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

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Michelle Hodges
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**ARTICLES OF ORGANIZATION
OF
THE STUDENT COMMUNITIES GROUP, L.C.**

The undersigned Member signs these Articles of Organization and forms a limited liability company (the "Company") under the Florida Limited Liability Company Act (the "Act"), as follows:

**ARTICLE I
Name**

The name of the Company is: The Student Communities Group, L.C.

**ARTICLE II
Duration**

The Company's existence will begin upon filing of these Articles of Organization with the Florida Department of State and will continue until December 31, 2050 unless sooner terminated pursuant to its Operation Agreement or law.

**ARTICLE III
Address**

The mailing address of the Company is c/o Centex Rooney Construction Co., Inc., P. O. Box 199000, Dallas, Texas 75219 and the street address of the principal office of the Company is: c/o Centex Rooney Construction Co., Inc., 2728 North Harwood, Mail Room 209, Dallas, Texas 75201.

**ARTICLE IV
Initial Registered Office and Agent**

The street address of the initial registered office of the Company is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of its initial registered agent at such address is C T Corporation System.

Prepared by: Cynthia A. Henderson
Florida Bar No. 0502014
Rudnick & Wolfe
101 E. Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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ARTICLE V
Admission of Additional Members

Additional members may only be admitted by unanimous agreement of the Members and upon the terms agreed upon by the Members. Each new member must become personally obligated to the same extent as any other Member with respect to obligations of the Company by signing such guarantees of the Company's indebtedness as may have been signed previously by Members.

ARTICLE VI
Members Rights to Continue Business

The remaining Members may elect to continue the Company upon the death, resignation, bankruptcy or dissolution or termination of a Member.


ARTICLE VII
Management

The Company will be managed by a Manager. The name and address of the initial manager are:

John Cammack
1408 North Westshore Boulevard
Suite 102
Tampa, Florida 33607

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization on July 29, 1998.

HANBURY EVANS NEWILL
VLATTAS VALLADAREZ, L.C.

By: 
Name: DAVID A. VALLADAREZ
Title: PRESIDENT

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Company, at the place designated in these Articles of Organization, C T Corporation System hereby accepts the appointment as registered agent and agrees to act in this capacity. C T Corporation System further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and C T Corporation System is familiar with and accepts the obligations of its position as registered agent.

C T CORPORATION SYSTEM

By: Victoria Goldstein
Name: Victoria Goldstein
Title: Special Asst. Secretary

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of The Student Communities Group, L.C. (the "Company")
deposes and says:

1. The Company has at least 2 members.
2. The total amount of cash contributed by the Members is \$1,000.00
3. If any, the agreed value of property other than cash contributed by Members is 0
4. The amount of cash or property anticipated to be contributed by Members is 0
5. The total amount of 2, 3 and 4 is \$1,000.00

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit by
a Member constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

HANBURY EVANS NEWILL
VLATTAS VALLADAREZ, L.C.

By: 
Name: DAVID A. VALLADAREZ
Title: PRESIDENT

A Member

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