

L980000003238



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 065962 4329479

AUTHORIZATION :

*Patricia Pignato*

COST LIMIT : \$ 337.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 15 PM 4:02

ORDER DATE : December 15, 1998

ORDER TIME : 3:46 PM

ORDER NO. : 065962-010

CUSTOMER NO: 4329479

CUSTOMER: Alexandra Jensen, Legal Asst  
BAKER & HOSTETTLER  
BAKER & HOSTETTLER  
200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

000002713850--2

DOMESTIC FILING

NAME: CYPRESS SPRINGS VILLAGE S LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

Name	<i>MAA</i>
Availability	<i>MAA</i>
Document	<i>MAA</i>
Examiner	<i>MAA</i>
Updater	<i>MAA</i>
Updater	<i>MAA</i>
Verifier	<i>MAA</i>
Acknowledgement	<i>MAA</i>
P. Verifier	<i>MAA</i>

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98 DEC 15 PM 4:09

**Articles of Organization**  
**of**  
**CYPRESS SPRINGS VILLAGE S, LLC**

98 DEC 15 PM 4:02  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLE I**

**Name and Duration**

The name of this Limited Liability Company is Cypress Springs Village S, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

**ARTICLE II**

**Principal Office**

The mailing address and street address of the principal office of the Company is 11 Church Street, Suite 200, Toronto, Ontario, M5E 1W1 Canada, or such other place as the Members of the Company may determine from time to time.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office of the Company in the State of Florida is 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

**ARTICLE IV**

**Initial Members**

The name and address of the initial member of the Company (the "Member") is:

Cypress Springs Village S Corp.  
11 Church Street, Suite 200  
Toronto, Ontario M5E 1W1 Canada

## **ARTICLE V**

### **Management**

The management of the Company shall be reserved to the members. Cypress Springs Village S Corp., named as the initial member, shall serve as the initial managing member until the first annual meeting of the Members. The Members shall elect, by a majority in interest of the Members, additional managing members of the Company to conduct the business affairs of the Company, all in accordance with the Regulations.

## **ARTICLE VI**

### **Admission of Additional Members**

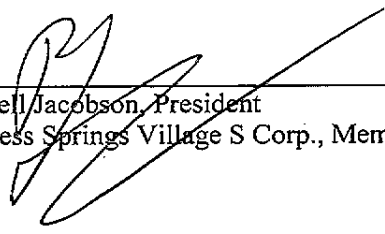
Additional members may be admitted from time to time only upon the consent of a majority in interest of the Members, and the managing members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

## **ARTICLE VII**

### **Continuation of Business**

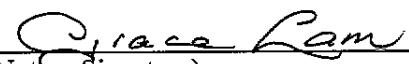
The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business of the Company may be continued only on the unanimous consent of the remaining Members.

DATED as of the 11 day of December, 1998.

  
\_\_\_\_\_  
Russell Jacobson, President  
Cypress Springs Village S Corp., Member

STATE OF DOMINION OF CANADA )  
PROVINCE OF ) SS.  
COUNTY OF ONTARIO )

The foregoing instrument was acknowledged before me this 11th day of December, 1998, by Russell Jacobson, as President of Cypress Springs Village S Corp, Member of the Company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
(Notary Signature)

(NOTARY SEAL)

GRACE LAM  
(Notary Name Printed)  
NOTARY PUBLIC  
Notary Public,  
City of Metropolitan Toronto, limited to the  
attestation of instruments and the taking of affidavits,  
for CAMI and MPI Group Inc., and its subsidiary and  
associated companies. Expires April 10, 2000.  
Commission No. \_\_\_\_\_

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

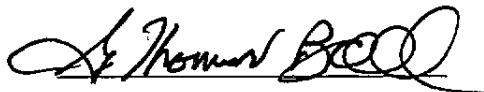
Pursuant to the provisions of Florida Statute Section 608.415, Cypress Springs Village S, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is Cypress Springs Village S, LLC.
2. The name and address of the registered agent and office is: 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801.

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, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned 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 the position as registered agent.

Dated: December 14<sup>TH</sup> 1998.

A.G.C. CO.

A handwritten signature in black ink, appearing to read "A. Thomas B. CO.", written over a horizontal line.

Vice President

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of Cypress Springs Village S, LLC, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$ 100.00
3. No property of value, real or personal, other than cash, will be contributed by the members.
4. The total amount of additional cash or property anticipated to be contributed by the members is 0.

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

Dated: December 14<sup>th</sup>, 1998.

  
\_\_\_\_\_  
Russell Jacobson, President  
Cypress Springs Village Corp., Member