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EVA M. CASNER 1020 Huntington Dr. San Marino, CA 91108 (626)-282-8443 fax (626) 282-2001

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March 17, 1999

FLORIDA DEPARTMENT OF STATE REGISTRATION SECTION DIVISION OF CORPORATIONS POST OFFICE BOX 6327 TALLAHASSEE, FL 32314 (850) 487-6051

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Dear Sir:

Enclosed please find the original articles of organization for Florida Limited Liability Company, name: REXMERE LAKE VILLAGE, LLC.

Enclosed also is check # 2241 in the amount of \$346.25 to cover cost of filing fees:

\$ 250.00 Filing Fee for Articles of Organization and Affidavit
35.00 Designation of Registered Agent
52.50 Certified Copy

8.75 Certificate of Status \$346.25 Total

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

REXMERE LAKE VILLAGE, LLC.

ARTICLE II - Address:

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

1020 Huntington Drive San Marino, CA 91108

ARTICLE III - Duration:

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

until March 1, 2050

ARTICLE IV - Management: (Check the appropriate box and complete the 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:

Eva M. Casner 1020 Huntington Drive San Marino, CA 91108

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:

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be admitted to the limited liability company by unanimous written consent of the members, the conditions and terms of such admission to the limited liability company to be determined by the Manager.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be:

The remaining member(s) have the right to continue the business of the limited liability company if within 100 days after dissociation, Majority-In-Interest Consent by the remaining members is obtained to avoid dissolution and to continue the existence of the limited liability company.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of	ECI •
REXMERE LAKE VILLAGE, LLC.	certifies:
	ESEE SEE
1) the above named limited liability company has at least one member;	- PU ≥ O
2) the total amount of cash contributed by the member(s) is	<u> </u>
3) if any, the agreed value of property other than cash contributed by membe	⊅ີ່ ຫ
(A description of the property is attached and made a part hereto.); and	- (s) is s
4) the total amount of cash and property contributed and anticipated to be	g 3,000,000.00
contributed by member(s) is	_ \$
- In Maria	. -
Signature of a member or an authorized representative of a	member.
(In accordance with section 608.408(3), Florida Statutes, the execut	
affidavit constitutes an affirmation under the penalties of perjury the stated herein are true.)	at the facts
sawa nereni ale ude.)	
EVA M. CASNER	- ·
Typed or printed name of signee	

Filing Fee: \$250.00 for Articles and Affidavit

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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1.	The name of the limited liability company is:			-	
	REXMERE LAKE VILLAGE, LLC.		<u></u>		
2.	The name and the Florida street address of the registered agent are:	-	SECRE:	99 MAR	
	C. T. CORPORATION SYSTEM		ASSE	R 22	Ē
	NAME	=			
	1200 S. Pine Island Road		TATE	9 . 56	
	Florida street address (P. O. Box NOT ACCEPTABLE)	-	-		
	Plantation FL 33324				
	CITY, STATE AND 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.

M.T. FITZPATRICK
ASSISTANT SECRETARY

SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent