

BRASHEAR & ASSOCIATES, P.L.

C o u n s e l o r s A t L a

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BRUCE BRASHEAR
THOMPkins W. WHITE
AMY SINELLI

L 9900000 2833

May 13, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
99 MAY 14 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: MORNING STAR RANCH AT MARLBORO FARMS, L.C.

Gentlemen:

Please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company, as well as our check in the amount of \$337.50 representing the following:

Filing Fee	\$ 250.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Organization, please certify the enclosed copy and return same to this office.

Sincerely,

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-05/14/99--01094--001
***337.50 ***337.50

BRASHEAR & ASSOCIATES, P.L.

By: Carrie Fagan
Carrie Fagan, Legal Assistant

Enclosures

5.18.99

**ARTICLES OF ORGANIZATION
OF
MORNING STAR RANCH AT MARLBORO FARMS, L.C.**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is Morning Star Ranch at Marlboro Farms, L.C. (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on May 12, 2100.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and mailing address is as follows: 926 N. W. 13th Street, Gainesville, FL, 32601. The name and address of the Company's initial registered agent in the State of Florida is as follows: Bruce Brashear, 926 N. W. 13th Street, Gainesville, FL 32601.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the unanimous approval of the members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;

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(c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

ARTICLE VI MANAGEMENT

The Company will be managed by Gary Miner in accordance with the Company's regulations. The name and business address of the manager is as follows:

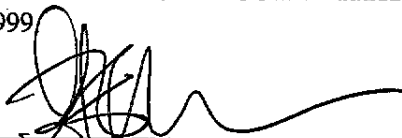
<u>Name</u>	<u>Address</u>
Gary Miner	2603 N.W. 13 th Street, Suite 316 Gainesville, FL. 32609

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ARTICLE VII PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 13 DAY OF MAY, 1999



GARY MINER

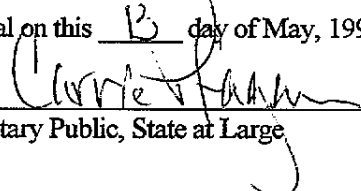
STATE OF FLORIDA COUNTY OF ALACHUA

Before me personally appeared Gary Miner who is known to me to be the person who executed the foregoing Articles of Organization on behalf of Morning Star Ranch at Marlboro Farms, L.C.

In witness whereof, I have hereunto set my hand and seal on this 13 day of May, 1999.



Carrie P. Fagan
MY COMMISSION # CC607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public, State at Large

Printed Name

My Commission Expires:

**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.

1. The name of the limited liability company is: MORNING STAR RANCH AT MARLBORO FARMS, L.C.
2. The name and address of the registered agent and office is:

BRUCE BRASHEAR
926 N.W. 13th Street
Gainesville, FL 32601

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.


BRUCE BRASHEAR, Registered Agent

Date: 5-13-99

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Morning Star Ranch at Marlboro Farms, 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 \$100;
- 3) If any, the agreed value of property other than cash contributed by member(s) is: N/A.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$100. This total includes amounts from 2 and 3 above.


GARY MINER

(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.)

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