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KEVIN HOWELL, JR.

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P. O. Box 128 ♦ Odessa, Florida 33556
Phone 813-920-0894 ♦ Fax 813-926-2422

December 9, 1999

Florida Department of State
Division of Corporations

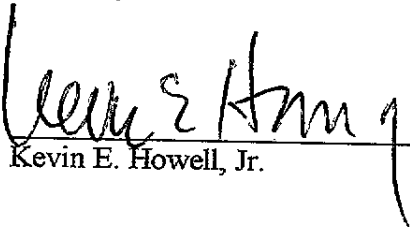
Limited Liability Company New Filings

Gentlemen,

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-12/13/99--01109--005
****155.00 ****155.00

Enclosed are the Articles of Organization of Keystone Homes of Hernando, LLC. Also enclosed is an additional copy for you to return a certified copy to me please at the address shown above. Also enclosed is a check in the amount of \$ 155.00 for filing fees plus fees for the certified copy. Thank you.

Sincerely,


Kevin E. Howell, Jr.

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OB
12-14-99

**Articles of Organization
for
KEYSTONE HOMES OF HERNANDO, L.L.C.
a Florida Limited Liability Company
(FS s 608.407)**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company.

**ARTICLE I
NAME**

The name of this company shall be KEYSTONE HOMES OF HERNANDO, L.L.C.

**ARTICLE II
DURATION / CONTINUATION**

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

**ARTICLE III
ADDRESS**

The mailing address is P.O. Box 128, Odessa, Florida 33556. The street address is 19302 Gunn Highway, Odessa FL 33556.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this company is as follows: Kevin E. Howell, Jr., 19302 Gunn Highway, Odessa, FL 33556.

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**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

**ARTICLE VI
RIGHT TO CONTINUE BUSINESS**

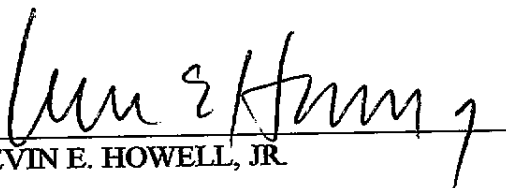
The remaining members of the Company may continue the business on the death, retirement, resignations, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member in the company.

**ARTICLE VII
MANAGEMENT OF COMPANY**

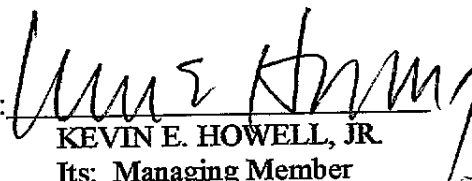
The business of the Company shall be managed by one of its members, to-wit, KEVIN E. HOWELL, JR. of 19302 Gunn Highway, Odessa, FL 33556, until such time as his successor shall be named, qualified, and elected.

IN WITNESS WHEREOF, the undersigned Incorporators and Members have hereunto set their hands and seals this 9th day of December, 1999.

KEYSTONE HOMES OF HERNANDO, L.L.C.



KEVIN E. HOWELL, JR.

By: 

KEVIN E. HOWELL, JR.
Its: Managing Member

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: KEYSTONE HOMES OF HERNANDO, L.L.C.
2. The name and address of the registered agent and office is:

Kevin E. Howell, Jr.
19302 Gunn Highway
Odessa, FL 33556

Kevin E. Howell, Jr.
KEVIN E. HOWELL, JR.
Managing Member
Dated: 12/9/99

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 all 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.

Kevin E. Howell, Jr.
KEVIN E. HOWELL, JR.
Registered Agent
Dated: 12/9/99

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TALLAHASSEE, FLORIDA

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