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ACCOUNT NO. : 072100000032

REFERENCE : 515261 4732152

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 155.00

ORDER DATE : December 14, 1999

ORDER TIME : 1:41 PM

ORDER NO. : 515261-020

200003070202--9

CUSTOMER NO: 4732152

CUSTOMER: Ms. Tristan Hoffman  
GARTNER BROCK & SIMON  
GARTNER BROCK & SIMON  
Suite 203  
1660 Prudential Drive  
Jacksonville, FL 32207

DOMESTIC FILING

NAME: HERITAGE OAKS, 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: Erika Carlson

EXAMINER'S INITIALS:

FILED  
99 DEC 14 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*mntu*

12/15

RECEIVED  
99 DEC 14 PM 3:15  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
HERITAGE OAKS, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida statues, does hereby adopt the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the Limited Liability Company shall be Heritage Oaks, LLC

**ARTICLE II  
ADDRESS**

The mailing address and the street address of the principal office of the Limited Liability Company is: 6900 Southpoint Drive North, Suite 250, Jacksonville, Florida 32216

**ARTICLE III  
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
DURATION**

The period of duration for the Limited Liability Company shall commence upon filing and shall continue perpetually, unless terminated: (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

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**ARTICLE V  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall have the right and responsibilities described in the regulations of the Company. The name and address of the initial Manager is as follows:

Victor Fransen  
8221 Old Courthouse Road  
Suite 204  
Vienna, VA 22182

Such Manager shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

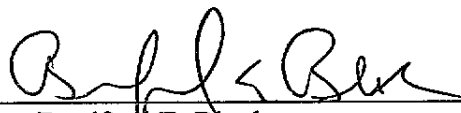
**ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS**

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 Regulations of the Company.

**ARTICLE VII  
REGISTERED AGENT AND OFFICE**

The Company designates 6900 Southpoint Drive North, Suite 250, Jacksonville, Florida 32216, as the street address of the initial registered office of the Company and names Gus Sankers as the Company's initial registered agent at that address to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10th day of December, 1999.

  
\_\_\_\_\_  
By: Bradford E. Block  
Authorized Representative of  
Heritage Oaks, LLC

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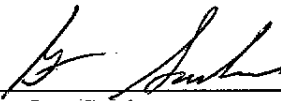
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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: Heritage Oaks, LLC
2. The name and address of the registered agent and office is:

Mr. Gus Sankers  
6900 Southpoint Drive North  
Suite 250  
Jacksonville, Florida 32216

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the 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.

  
\_\_\_\_\_  
Mr. Gus Sankers

Date: 12-13-99

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