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December 16, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100003075541--6
-12/20/99--01113--011
****155.00 ****155.00

Re: Stonecrest Golf Club, LLC

Enclosed please find original and one copy of Articles of Organization of the above name corporation and our check payable to the Department of State in the amount of \$155.00, representing the filing fee (\$100.00), Designation of Resident Agent (\$25.00) and the cost of one certified copy (\$30.00).

I would appreciate your filing the above immediately upon receipt and returning the enclosed copy to me as a certified copy after the original is filed.

Yours very truly,



John P. McKeever

JPM:mkw

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

FOR

STONECREST GOLF CLUB, LLC
a Florida Limited Liability Company

ARTICLE I - Name

The name of the limited liability company is STONECREST GOLF CLUB, LLC.

ARTICLE II - Address

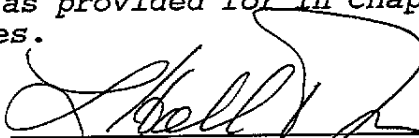
The mailing address and the street address of the principal office of the limited liability company is 11053 SE 174th Loop, Summerfield, Florida, 34491.

**ARTICLE III - Registered Agent,
Registered Office and Registered Agent's Signature**

The name and the Florida street address of the registered agent are:

L. Hall Robertson, Jr.
11053 SE 174th Loop
Summerfield, FL 34491

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 as provided for in Chapter 608, Florida Statutes.



L. Hall Robertson, Jr.
Registered Agent

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Article IV - Management

X

(Check if applicable) The limited liability company is to be managed by one or more managers and is therefore a manager managed company.


STONECREST OF MARION COUNTY, LTD.

By: Stonecrest Golf, Inc.
its general partner

By:


L. Hall Robertson, Jr., President
as the initial member

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


L. Hall Robertson, Jr.

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FALL MARSHES, FLORIDA