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**Florida Department of State
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LIMITED LIABILITY COMPANY

Beach Development, LLC

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| Certificate of Status | 1 |
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**ARTICLES OF ORGANIZATION
OF
BEACH DEVELOPMENT, LLC**

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

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be Beach Development, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 810 A-1-A Beach Boulevard, St. Augustine Beach, Florida 32084.

**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 on the filing of these Articles of Organization with the Florida Secretary of State, 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 also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Richard B. O'Brien
810 A-1-A Beach Boulevard
St. Augustine Beach, Florida 32084.

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

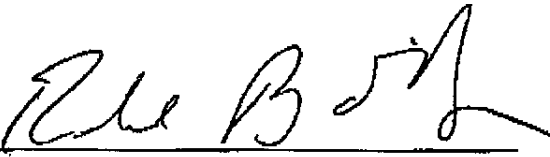
**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

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 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207, as the street address of the initial registered office of the Company and names Bert C. Simon, 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 29th day of January, 2001.


Richard B. O'Brien

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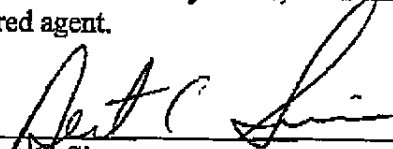
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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 Beach Development, LLC.
2. The name and address of the registered agent and office is Bert C. Simon, 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207.

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.



Bert C. Simon

Date: January 29, 2001

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