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Division of Corporations

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FLORIDA LIMITED LIABILITY CO.
19 St. George Street, LLC

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**ARTICLES OF ORGANIZATION
OF
19 ST. GEORGE STREET, LLC**

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

**ARTICLE I
Name**

The name of the limited liability company is 19 St. George Street, LLC (the "Company").

**ARTICLE II
Principal Office**

The street address and mailing address of the Company's principal office is 11 Magnolia Avenue, St. Augustine, Florida 32084.

**ARTICLE III
Term of Existence**

The Company is to exist perpetually.

**ARTICLE IV
Initial Registered Office and Registered Agent**

The street address of the Company's initial registered office is 780 N. Ponce de Leon Boulevard, St. Augustine, Florida 32084, and the name of the registered agent for service of process at that address is John D Bailey Jr

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ARTICLE V
Admission of New Members

The members shall have such rights to admit new members as provided in the Operating Agreement.

ARTICLE VI
Continuity of Business

The members shall have such rights to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member as may be provided in the Operating Agreement.

ARTICLE VII
Management

The Company shall be a member managed company. The initial managers shall be:

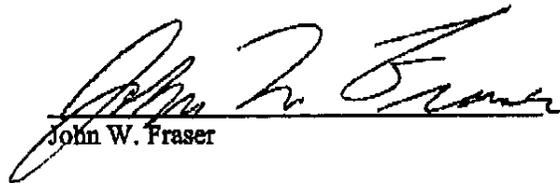
<u>NAME</u>	<u>ADDRESS</u>
John W. Fraser	11 Magnolia Avenue St. Augustine, Florida 32084
V. Bryan Fraser	77 Valencia Street St. Augustine, Florida 32084
Joan E. Binninger	114 Heron's Nest Lane St. Augustine, Florida 32080
Elaine Fraser	c/o Old Wooden School House 14 St. George Street St. Augustine, Florida 32084

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IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company act, the undersigned has executed these Articles of Organization on this 23rd day of February, 2012.


John W. Fraser

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 28th day of February, 2012, by John W. Fraser, who () is personally known to me or () has produced a valid driver's license as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Bonnie Fausey
Commission # DD796939
Expires: JULY 28, 2012
BONDED THROUGH ATLANTIC BONDING CO., INC.

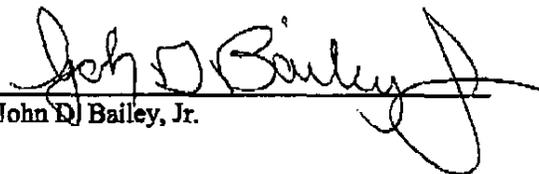

Notary Public

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 relative 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, F.S.


John D. Bailey, Jr.

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