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Florida Department of State

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To:

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Fax Number : (850) 205-0383

From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE
Account Number : 074323003114
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LIMITED LIABILITY COMPANY

CATHEDRAL-BAYPOINTE ASSOCIATES, LLC

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**CATHEDRAL-BAYPOINTE ASSOCIATES, LLC
ARTICLES OF ORGANIZATION**

The undersigned, being a member or duly authorized representative of a member, desiring to form a limited liability company under 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 is CATHEDRAL-BAYPOINTE ASSOCIATES, LLC (the "Company").

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is:

44 AVENIDA MENENDEZ
ST. AUGUSTINE, FLORIDA 32084

ARTICLE III — Commencement of Existence:

The Company's existence begins on the date and at the time when these Articles of Organization are filed with the Florida Secretary of State.

ARTICLE IV — Continuation of Limited Liability Company:

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE V — Registered Agent and Office:

The name and street address of the Company's initial registered agent for service of process in the state is:

BARRY C. AVERITT
50 NORTH LAURA STREET, SUITE 3900
JACKSONVILLE, FL 32202

Prepared By:

Barry C. Averitt
Florida Bar No. 0298530
Holland & Knight LLP
50 North Laura St., Suite 3900
Jacksonville, FL 32202
(904) 353-2000


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ARTICLE VI — Management and Authority:

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 29th day of MARCH, 2002.


BARRY AVERITT, Initial Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.


BARRY AVERITT

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