

Thomas C. Santoro
Attorney at Law



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February 8, 2000

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Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Grantham Development of Jacksonville, L.C.

Dear Sir or Madam:

Please find enclosed for filing the following:

- 1. Articles of Organization of Grantham Development of Jacksonville, L.C.

I have also enclosed my trust account check in the amount of \$125.00 to cover your filing fee for same. Please return to my office in the enclosed self-addressed stamped envelope, your letter of acknowledgment/receipt along with a file stamped copy of the articles.

Thank you for you assistance in this matter and if you have any questions or require anything additional, please do not hesitate to give me a call.

Very truly yours,

THOMAS C. SANTORO
Enclosures (4)

TCS/mcb

FILED
00 FEB -9 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-1637

Name	<i>CS</i>
Availability	<i>02-14</i>
Document	<i>CS</i>
Exhibit	<i>CS</i>
Index	<i>CS</i>
Under	<i>CS</i>
Verifier	<i>CS</i>
Acknowledgment	<i>CS</i>
File	<i>CS</i>

**ARTICLES OF ORGANIZATION OF GRANTHAM
DEVELOPMENT OF JACKSONVILLE, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be GRANTHAM DEVELOPMENT OF JACKSONVILLE, L. C., and its principal office shall be located at 573 Blanding Boulevard, in the City of Orange Park, County of Clay, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company.

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This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV
MANAGEMENT**

This limited liability company shall be managed by two (2) managers initially. Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

WILLIAM ROBERT GRANTHAM
1350 Schoettler Road
Chesterfield, MO 63017

BONNIE AZZOLINA GRANTHAM
1350 Schoettler Road
Chestfield, MO 63017

**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$50,000.00 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII
PROFITS AND LOSSES**

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TAMM, FLORIDA

- (a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.
- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

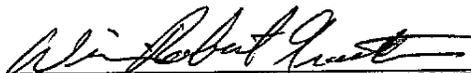
DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 573 Blanding Boulevard, City of Orange Park, County of Clay, State of Florida, and the name of the company's initial registered agent at that address is THOMAS C. SANTORO, Attorney At Law, 1700 Wells Road, Suite 5, Orange Park, Florida 32073. The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles Organization of GRANTHAM DEVELOPMENT OF JACKSONVILLE, L. C. executed by the undersigned at Chesterfield, Missouri on February, 2000.


WILLIAM ROBERT GRANTHAM


BONNIE AZZOLINA GRANTHAM

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TALLAHASSEE, FLORIDA

State of MISSOURI
County of ST. CHARLES

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is GRANTHAM DEVELOPMENT OF JACKSONVILLE, L.C.

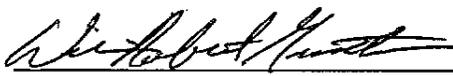
The name of the registered agent for GRANTHAM DEVELOPMENT OF JACKSONVILLE, L.C. is THOMAS C. SANTORO, Attorney AT Law, and the street address of the company's principal office where the agent is located is 1700 Wells Road, Suite 5, Orange Park, Florida 32073.

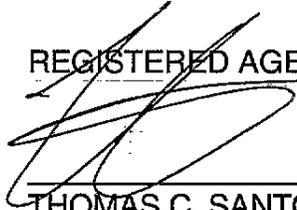
This statement is to acknowledge that, as indicated above, GRANTHAM DEVELOPMENT OF JACKSONVILLE, L.C., has appointed me, THOMAS C. SANTORO, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent 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.

Dated this 7th day of February, 2000.

GRANTHAM DEVELOPMENT
OF JACKSONVILLE, L.C.

REGISTERED AGENT:


By: WILLIAM ROBERT GRANTHAM


THOMAS C. SANTORO

The foregoing instrument was acknowledged before me this 7th day of February, 2000, by WILLIAM ROBERT GRANTHAM, agent on behalf of GRANTHAM DEVELOPMENT OF JACKSONVILLE, a Limited liability Company. He is personally known to me or has produced MO drivers license as identification.

JANICE D. GAITHER
Notary Public - Notary Seal
STATE OF MISSOURI
St. Charles County
My Commission Expires: Sept. 27, 2003


[Notary's signature]
Print Name: Janice D. Gaither
State of Missouri at Large
My Commission Expires: Sept. 27, 2003

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SECRETARY OF STATE
JANICE D. GAITHER
STATE OF MISSOURI

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