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May 1, 2000

Yvonne Pooler
Florida Department of State
Division of Corporation
P.O. Box 637
Tallahassee FL 32314

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-05/08/00-01103-008
***125.00 ***125.00

Re: Limited Liability Company Organization – Marshwinds Development Group, L.C.

Dear Ms. Pooler:

Enclosed please find Articles of Organization and Registered Agents Certificate together with our check for \$125.00.

Ms. Pooler, we have an urgent need for this company and would appreciate your efforts to handle this as speedily as possible.

If you have any questions or need anything from me, please give me a call at (904) 268-9990.

Very truly yours,

Mary Louise Dungey

Mary Louise Dungey

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TALLAHASSEE, FLORIDA

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION OF
MARSHWINDS DEVELOPMENT GROUP, L.C.**

A LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be Marshwinds Development Group, L. C. (the "Company").

**ARTICLE II
PURPOSES AND POWERS**

This Company is organized to engage in any activity or business in which a limited liability company may engage under the laws of the United States and of the State of Florida.

**ARTICLE III
DURATION**

The existence of the Company shall begin on the date of filing of these Articles of Organization. The existence of the Company shall be perpetual.

**ARTICLE IV
MEMBERS**

The initial Members of the Company are V. Hawley Smith, Jr., as Trustee of the V. Hawley Smith Jr. Declaration of Living Trust dated January 3, 1991, Taylor Christine Smith, Ashley Trussell Smith and V. Hawley Smith Jr. as Trustee of the V. Hawley Smith, III Irrevocable Investment Trust dated June 25, 1999.

**ARTICLE V
MANAGEMENT**

All of the Company's powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of a manager (the "Manager"). The name and address of the initial Manager is:

V. Hawley Smith, Jr.
One San Jose Place, Suite 7
Jacksonville, Florida 32257

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TALLAHASSEE, FLORIDA

The Manager appointed herein shall continue in such capacity until his successor shall be duly elected as specified in the Regulations of the Company.

**ARTICLE VI
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and street address of the principal office of the Company is One San Jose Place, Suite 7, Jacksonville, Florida 32257.

**ARTICLE VII
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The address of the initial registered agent of the Company is One San Jose Place, Suite 7, Jacksonville, Florida 32257, and the name of its initial registered agent at such address is V. Hawley Smith, Jr.

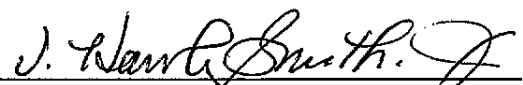
**ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP**

New Members may only be admitted by the unanimous vote of the Members, unless otherwise specified in Regulations adopted by all of the Members. The terms and conditions of the admission of a new Member, including contributions required of new Members shall be determined by the unanimous vote of the Members as of the time of admission of such new Members to the Company unless otherwise specified in Regulations adopted by all of the Members.

Upon 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 Company, the remaining Members shall have the right to continue the business upon the unanimous written consent of such remaining Members.

The undersigned, being the initial Managing Member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of Marshwinds Development Group, L.C.

Executed by the undersigned on the 3rd day of May, 2000.


V. Hawley Smith, Jr., as Trustee of the
V. Hawley Smith, Jr. Declaration of
Living Trust dated January 3, 1991
A Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being familiar with all of the duties and responsibilities of a Registered Agent in the State of Florida, hereby accepts the appointment and obligations of the position on behalf of Marshwinds Development Group, L.C., a Florida limited liability company.

May 3, 2000
Date

V. Hawley Smith Jr.
V. Hawley Smith, Jr.

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