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ACCOUNT NO. : 072100000032
REFERENCE : 724660 81444A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : June 8, 2000
ORDER TIME : 11:32 AM
ORDER NO. : 724660-005
CUSTOMER NO: 81444A

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-06/08/00--01060--013
****125.00 ****125.00

CUSTOMER: Adam Feldman, Esq
PATTERSON BOND & LATSHAW, P.A.
PATTERSON BOND & LATSHAW, P.A.
Suite A
3010 S. Third Street
Jacksonville, FL 32250

DOMESTIC FILING

NAME: BITTERMEN, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom - EXT. 1104
EXAMINER'S INITIALS:

FILED
00 JUN -8 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
00 JUN -8 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4p

**ARTICLES OF ORGANIZATION
OF
BITTERMEN, LLC**

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 Bittermen, LLC ("Company"). The principal place of business of the Company in Florida shall be 189 San Juan Drive, Ponte Vedra Beach, FL 32082. The mailing address of the Company shall be 189 San Juan Drive, Ponte Vedra Beach, FL 32082.

**ARTICLE II
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III
PURPOSES AND POWERS**

The general purpose for which the Company is organized is to acquire, own, develop and manage commercial real estate as a retail shopping plaza and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Patterson, Bond & Latshaw, P.A., 3010 South Third Street, Jacksonville Beach, Florida 32250.

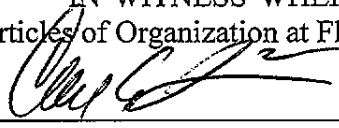
**ARTICLE V
MANAGEMENT (MANAGEMENT BY MANAGERS)**

The Company shall be managed by managers, in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may

contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the Managing Members of the Company is:

<u>NAME</u>	<u>ADDRESS</u>
Carl E. Stoudemire, III	189 San Juan Drive Ponte Vedra Beach, FL 32082
James R. Pitcairn, III	830 South Third Street, Suite 205 Jacksonville Beach, FL 32250

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Florida, for the foregoing uses and purposes this 6th day of June, 2000.



Carl E. Stoudemire, III, Managing Member




James R. Pitcairn, III, Managing Member

FILED
00 JUN 8 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6th day of June, 2000, by Carl E. Stoudemire, III. He is personally known to me or who has produced _____ as identification.

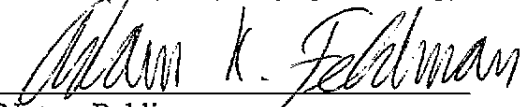


Notary Public

STATE OF FLORIDA
COUNTY OF DUVAL



The foregoing instrument was acknowledged before me this 6th day of June, 2000, by James R. Pitcairn, III. He is personally known to me or who has produced _____ as identification.




Notary Public

ACCEPTANCE OF REGISTERED AGENT

Thee undersigned, being the person named in the Articles of Organization of Bittermen, LLC, as the registered agent of this limited liability company, hereby consents to its appointment as registered agent of the Company.

PATTERSON, BOND & LATSHAW, P.A.

By


Lawrence R. Patterson, Its President

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00 JUN -8 PM 1:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA