ACCOUNT NO. : 072100000032

REFERENCE :

600003311236--2

AUTHORIZATION:

COST LIMIT : \$ 155.00

ORDER DATE : July 3, 2000

ORDER TIME: 9:45 AM

ORDER NO. : 752432-005

CUSTOMER NO: 41001A

CUSTOMER: Ms. Susan Whitlatch

The St. Joe Company

Suite 400, Dupont Center 1650 Prudential Drive Jacksonville, FL 32207

DOMESTIC FILING

NAME:

MEADOW CREEK PARTNERS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

____ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry - EXT. 1157

EXAMINER'S INITIALS:

TALLAHASSEE: FLORIDA

TS:11MA E-JUL 00

BECEINED

ARTICLES OF ORGANIZATION

FOR

MEADOW CREEK PARTNERS, L.L.C.

Article I – Name

The name of the Limited Liability Company is: Meadow Creek Partners, L.L.C.

Article II – Address

The mailing address and street address of the principal office of the Limited Liability Company is c/o of McGuire, Woods, Battle & Boothe, LLP Attn. Lisa Ormond Taylor, 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202.

Article III - Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida Street address of the registered agent are:

Corporation Service Company 1201 Hays Street Tallahassee, FL 32301

Kleliorah D. Skippen

Registered Agent's Signature

Deborah D. Skipper as its 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 this certificate, 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 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 as provided for in Chapter 608 of the Florida Statutes.

By: Corporation Service Company as its Authorized Representative

Deborah D. Skipper as its agent