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LAW OFFICE OF C. RANDOLPH COLEMAN, P.A.

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OF COUNSEL

WEIDNER & WINICKI, P.A.

August 24, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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****133.75 ****130.00

Re: ANASTASIA ANTIQUE CENTER, LLC

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization and Certificate Naming Agent Upon Whom Process May Be Served by Robert V. Peterson and O. Rae Peterson, for a new limited liability company, ANASTASIA ANTIQUE CENTER, LLC, together with our check in the amount of \$133.75 in payment of the appropriate filing fee.

I would appreciate your filing same and returning a certified copy to the undersigned.

Your assistance in this matter is greatly appreciated.

Sincerely yours,



C. Randolph Coleman, Esq.

CRC:drs

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
ANASTASIA ANTIQUE CENTER, LLC
A LIMITED LIABILITY COMPANY**

The undersigned hereby certify that we have associated ourselves together for the purpose of organizing 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 be the authority for the conduct of business of such Company.

ARTICLE I - NAME

The name of the limited liability company shall be ANASTASIA ANTIQUE CENTER, LLC (the "Company"). The principal place of business of the Company in Florida shall be in 201 Anastasia Blvd., St. Augustine, St. Johns County, Florida 32084, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Members.

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 State of Florida.

ARTICLE III - CAPITAL CONTRIBUTION AND COMMITMENT

Initial capital contributions shall be paid to the Company by the Members as follows

<u>Member</u>	<u>Contribution</u>	<u>Commitment</u>
Robert V. Peterson	\$1,000	50%
O. Rae Peterson	\$1,000	50%

Additional contributions will be made as required, as set out in the Regulations of the Company.

ARTICLE IV - LIMITED LIABILITY COMPANY POWERS

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 its Members. This Article may be amended from time to time in the Regulations of the Company by a unanimous vote of the Members of the limited liability company.

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ARTICLE V - DURATION

The Company shall exist until July 1, 2020 or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the Company; provided, however, if not earlier dissolved by law or the Regulations of the Company upon unanimous written consent of all of the then-existing Members of the Company, the duration of the Company can be extended until July 1, 2040.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of the Company shall be located at 201 Anastasia Blvd., St. Augustine, St. Johns County, Florida 32084.

ARTICLE VII - MANAGEMENT

Management of the Company is reserved to its Members in accordance with applicable law and the Regulations of the Company, as may from time to time be amended. The names and addresses of the initial Members/Management of the Company are:

Robert V. Peterson
201 Anastasia Blvd.,
St. Augustine, FL 32084

O. Rae Peterson
201 Anastasia Blvd.
St. Augustine, FL 32084

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ARTICLE VIII - REGISTERED OFFICE

The name and street address of the registered agent of the Company in the State of Florida is: C. Randolph Coleman, Esq., 9250 Baymeadows Road, Suite 230, Jacksonville, FL 322156.

ARTICLE IX - RESTRICTIONS ON MEMBERSHIP

New Members may be admitted by unanimous written consent of the Members. Contributions required of new Members shall be determined as of the time of admission to the

Company.

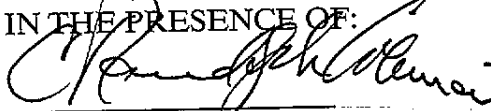
A Member's interest in the Company may not be sold or otherwise transferred except with written consent of Members having a commitment interest of one hundred (100%) percent.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, of 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 unanimous consent of such remaining Members.

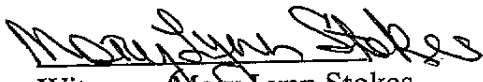
The undersigned, being the initial Members of the Company, hereby certify that the foregoing constitutes the Articles of Organization of ANASTASIA ANTIQUE CENTER, LLC

Executed by the undersigned, at Jacksonville, Florida, on the 5th day of September, 2000.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:


Witness - C. Randolph Coleman

 (Seal)
Robert V. Peterson


Witness - Mary Lynn Stokes

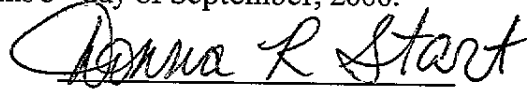
 (Seal)
O. Rae Peterson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared this day ROBERT V. PETERSON and O. RAE PETERSON to me well known, or who have produced Florida Drivers License's as identification and did take an oath, and known to me to be the individuals described in and who executed the foregoing and acknowledged before me that they executed the same for the purposes therein expressed.

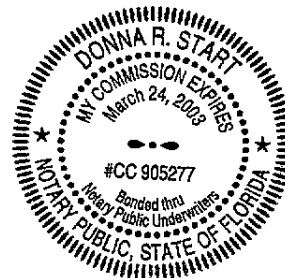
WITNESS my hand and official seal this 5th day of September, 2000.



Notary Public, State of Florida

Name: Donna R. Start

My Commission Expires: March 24, 2003



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to § 48.091, Florida Statutes, the following is submitted by unanimous written consent of the Members:

That ANASTASIA ANTIQUE CENTER, LLC, a limited liability company duly organized and existing under the laws of the State of Florida, with its registered office being at 9250 Baymeadows Road, Suite 230, Jacksonville, Florida 32256, County of Duval, State of Florida, has named C. RANDOLPH COLEMAN, ESQ., as its registered agent at such office to accept service of process within this state.

ANASTASIA ANTIQUE CENTER, LLC



ROBERT V. PETERSON, Member



O. RAE PETERSON, Member

Date: 9-5-00

ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping open said office.



C. Randolph Coleman, Esq.

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TALLAHASSEE, FLORIDA