

SLOTT & BARKER
ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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October 11, 2000

ARNOLD H. SLOTT, P.A.
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EARL M. BARKER, JR., P.A.
Board Certified Civil Trial Attorney
E-mail: embarker@bellsouth.net

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

Re: Royal Terrace Plaza, LLC
Our File No.: 00-306-EMB

Ladies and Gentlemen:

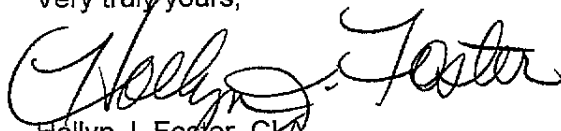
An Original and one copy of the Articles of Organization and an original Certificate Designating Registered Agent, are enclosed for filing, together with a check in the amount of \$155.00 for payment of your fees. Please file the Articles and return a certified copy of them to us at the above address. The check has been allocated as follows:

Filing fee-	\$100.00
Registered Agent	
Designation-	\$ 25.00
Certified copy of Articles	<u>30.00</u>
Total	\$155.00

FILED
OCT 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance. If there are any questions concerning the proposed corporate name or otherwise, please call me at the telephone number listed above.

Very truly yours,


Hollyn J. Foster, CLA
Certified Legal Assistant

/hf
Enclosures

LOO-12770
JR

**ARTICLES OF ORGANIZATION
OF
ROYAL TERRACE PLAZA, LLC**

The undersigned subscriber to these Articles of Organization (these "Articles"), a natural person competent to contract and a member of the limited liability company hereinafter named, hereby forms a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Sections 608.401, et seq., of the State of Florida. All capitalized terms in these Articles shall have the meaning defined by the Florida Limited Liability Company Act or, if not there defined, shall have the meaning defined in its Operating Agreement.

**ARTICLE I
NAME**

The name of the limited liability company is Royal Terrace Plaza, LLC (the "Company").

**ARTICLE II
CORPORATE ADDRESSES**

The street address of the principal office of the Company is 10010 Belle Rive Blvd., #1104, Jacksonville, FL 32256 and its mailing address is P.O. Box 43391, Jacksonville, FL 32203 at the time of execution of these Articles.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of this Company's initial registered office is Slott & Barker, 334 E. Duval Street, Jacksonville, FL 32202 and the name of its initial registered agent at such address is Earl M. Barker, Jr.

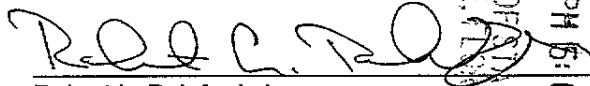
**ARTICLE IV
OPERATING AGREEMENT**

The affairs of the Company and the conduct of its business, the duties of its Members in addition to those established by law and the relations between and among the Members, managers and Company shall be governed by its Operating Agreement, which shall be adopted by its Members.

**ARTICLE V
MANAGEMENT**

The Company is to be a member-managed Company.

DATED at Jacksonville, Florida on September 19, 2000.


Robert L. Releford, Jr.

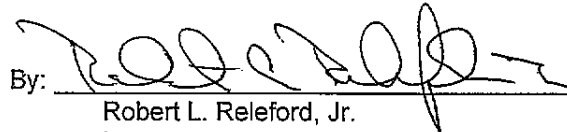
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00 OCT 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with law, the following is submitted:


First, that Royal Terrace Plaza, LLC, desiring to organize or qualify under the laws of the State of Florida, with the street address of its principal place of business at 10010 Belle Rive Blvd., #1104, Jacksonville, FL 32256, has named Earl M. Barker, Jr., located at Slott & Barker, 334 E. Duval Street, Jacksonville, FL 32202, as its registered agent and its agent to accept service of process within Florida.

Royal Terrace Plaza, LLC

By: 
Robert L. Releford, Jr.
Its Managing Member

Having been named as registered agent and agent to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of registered agent as provided by Florida Statutes, Chapter 608.

DATED September 19th, 2000.



Earl M. Barker, Jr.
Registered Agent

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00 OCT 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA