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

November 22, 2000

L00000014772

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

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-11/28/00--01027--011
****155.00 ****155.00

Re: ZHA Real Estate Equities, LLC
Our File No.: 00-0299-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

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
Hollyn J. Foster, CLA
Certified Legal Assistant

/hf
Enclosures

Copy to:
Howard H. Humburg

Name	
Availability	
Document Examiner	<i>elt</i>
Updater	
Under Verifier	
Acknowledgement	
W. P. Verifier	

FL LLC

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 27 PM 4:10

**ARTICLES OF ORGANIZATION
OF
ZHA REAL ESTATE EQUITIES, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLE I
NAME**

The name of the limited liability company is ZHA Real Estate Equities, LLC (the "Company").

**ARTICLE II
CORPORATE ADDRESSES**

The street address of the principal office of the Company is 306B Centre Street, Fernandina Beach, FL 32034 and its mailing address is 306B Centre Street, Fernandina Beach, FL 32034 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 November 22, 2000.



John Zona, III

**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 ZHA Real Estate Equities, 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 306B Centre Street, Fernandina Beach, FL 32034, 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.

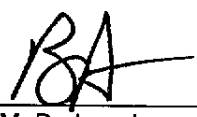
ZHA Real Estate Equities, LLC

By: 

John Zona, III
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 November 22, 2000.


Earl M. Barker, Jr.
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS