

L0100000142

SPERRY & ODACHOWSKI, LLC

ATTORNEYS AND COUNSELORS AT LAW
COMPANY CONSISTING OF PROFESSIONAL CORPORATIONS
300 OAK STREET, SUITE 203
POST OFFICE BOX 14028
ST. SIMONS ISLAND, GEORGIA 31522

GREGORY L. SPERRY (GA, TN, IL)*
JOSEPH R. ODACHOWSKI (GA)*

December 28, 2000

TELEPHONE: (912) 634-0955
FACSIMILE: (912) 638-9739

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

900003517179--3
-12/29/00--01054--016
***155.00 ***155.00

Re: Shackelford Properties, 146 Harbourmaster Court, LLC

Dear Sir or Madam:

To become a Florida Limited liability Company, we deliver to you herewith the following documents:

1. One signed original and one conformed copy of the Articles of Organization of Shackelford Properties, 146 Harbourmaster Court, LLC; and
2. A check in the amount of \$155.00 payable to the Florida Department of State for filing fees.

We respectfully request that you record the enclosed Articles of Organization. Please return a conformed copy of the Articles of Organization, to our office at the address above. If you have any questions regarding this filing or the enclosed documents, or if you require additional information, please contact me at your earliest convenience.

Thank you for your prompt attention to this matter.

Sincerely yours,

Joseph R. Odachowski

JRO/jgg
Enclosure

FILED
DEC 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L01-142
QR

**ARTICLES OF ORGANIZATION
OF
SHACKELFORD PROPERTIES, 146 Harbourmaster Court, LLC**

ARTICLE I.

The name of this Limited Liability Company is "SHACKELFORD PROPERTIES, 146 Harbourmaster, LLC".

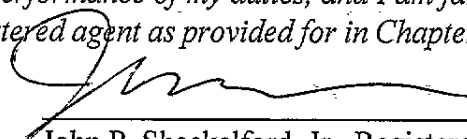
ARTICLE II.

The mailing address and the street address of the principal office of the limited liability company is 105 Cutter Court, Ponte Vedra Beach, Florida 32082.

ARTICLE III.

The name and address of the limited liability company's registered agent is John P. Shackelford, Jr., 105 Cutter Court, Ponte Vedra Beach, Florida 32082.

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, F.S..

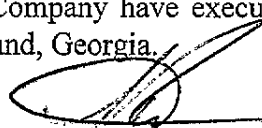


John P. Shackelford, Jr., Registered Agent

ARTICLE IV.

Management of the Company is vested in one or more managers, and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the Organizers of the Company have executed these Articles of Organization on September 13, 2000, at St. Simons Island, Georgia.



Joseph R. Odachowski, Organizer

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
09 DEC 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA