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Account Name : BROAD AND CASSEL (ORLANDO)  
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LIMITED LIABILITY COMPANY

FINLAY INTERESTS GP 1, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

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## ARTICLES OF ORGANIZATION OF

### FINLAY INTERESTS GP 1, LLC

The undersigned, acting as the organizer of FINLAY INTERESTS GP 1, LLC under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

#### ARTICLE I - Name:

The name of the limited liability company is FINLAY INTERESTS GP 1, LLC ("Company").

#### ARTICLE II - Address:

The street address of the principal office of the Company is 4300 Marsh Landing Boulevard, Suite 101, Jacksonville Beach, Florida 32250. The initial mailing address of the Company is Post Office Box 4961, Orlando, Florida 32802-4961.

#### ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

#### ARTICLE IV - Management:

The Company is to be managed by its Members and the name and address of the initial Member is:

<u>Name</u>	<u>Address</u>
FINLAY GP HOLDINGS, LTD., a Florida limited partnership	4300 Marsh Landing Boulevard, Suite 101 Jacksonville Beach, Florida 32250

#### ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

Attorney Name: Randal M. Alligood, P.A.  
 Broad and Cassel - Attorneys at Law  
 390 North Orange Avenue, Suite 1100  
 Orlando, Florida 32801  
 Telephone (407) 839-4200  
 Florida Bar No.: 459445

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#### ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

#### ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

#### ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

#### ARTICLE IX - Indemnification:

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

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**ARTICLE X – Continuation of Business:**

Unless dissolved in accordance with the Company's Regulations, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

**IN WITNESS WHEREOF**, the undersigned initial Member has executed these Articles of Organization as of this 11 day of January, 2001.

**INITIAL MEMBER:**

**FINLAY GP HOLDINGS, LTD.,** a  
Florida limited partnership

By: Finlay Holdings, Inc., a Florida  
corporation, its general partner

By:   
Christopher C. Finlay  
President

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **FINLAY INTERESTS GP 1, LLC.**
2. The name and address of the registered agent and office is:

**B&C Corporate Services of Central Florida, Inc.  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801**

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.

**REGISTERED AGENT:**

**B&C CORPORATE SERVICES OF  
CENTRAL FLORIDA, INC.**

By: \_\_\_\_\_

*Janice C. Myers*  
Janice C. Myers, Vice President

Dated this 12<sup>th</sup> day of January, 2001.

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