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January 10, 2001

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PLEASE REPLY TO:
ST. AUGUSTINE

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*****25.00 *****25.00

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

Re: Articles of Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing with your office please find the Articles of Organization for Alpheus Development Co., L.L.C., Alpheus Properties, L.L.C., and Jones 111 Properties, L.L.C. along with three separate checks in the amount of \$100.00 each to cover the filing fee. Thank you for your assistance in this matter. If you have any questions please do not hesitate to contact us.

Sincerely,

Stacey McDaniel

Stacey McDaniel
Assistant to Susan S. Bloodworth, Esq.

enclosure

FILED
01 JAN 31 PM 1:44
TALLAHASSEE, FLORIDA

sc



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 17, 2001

STACEY MCDANIEL
ROGERS TOWERS BAILEY JONES & GAY
P.O. BOX 3504
ST AUGUSTINE, FL 32085-3504

SUBJECT: ALPHEUS DEVELOPMENT CO., L.L.C.
Ref. Number: W01000001273

We have received your document for ALPHEUS DEVELOPMENT CO., L.L.C. and check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

The name of the entity cannot include "CO." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 301A00002608

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Organization
of
Limited Liability Company
of
ALPHEUS DEVELOPMENT CO., L.L.C.**

The undersigned, for the purpose of forming a limited liability company under Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of this limited liability company is ALPHEUS DEVELOPMENT CO., L.L.C. (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 35 Grant Street, St. Augustine, Florida 32084. The members may, from time to time, move the principal office to any other address in the State of Florida and may establish additional offices in and out of the State of Florida.

**ARTICLE III
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Secretary of State. The Company's existence shall be perpetual unless dissolved sooner pursuant to law.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of the Company is Susan S. Bloodworth, 170 Malaga Street, Suite A, St. Augustine, Florida 32084.

**ARTICLE VI
ORGANIZER**

The name and address of the organizer of the Company is W.A. Jones, III, 35 Grant Street St. Augustine, Florida 32084.

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TALLAHASSEE, FLORIDA

ARTICLE VII
MANAGEMENT

The Company shall be managed by its members.

ARTICLE VIII
AMENDMENTS

The Company reserves the right to amend or repeal any provision of these Articles of Organization, or any amendment(s) thereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE IX
LIMITATION OF LIABILITY

The members of the Company shall not be liable under a decree, order of a court, or in any manner for a debt, obligation or liability of the Company.

IN WITNESS WHEREOF, the undersigned organizer and member has executed these Articles of Organization this 01 day of January, 2001.



W.A. Jones, III, Organizer and Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

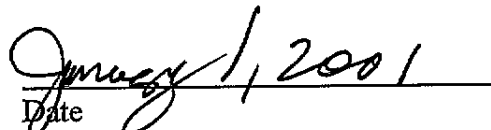
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.425, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Company is ALPHEUS DEVELOPMENT CO., L.L.C.
2. The name and address of the registered agent and office is Susan S. Bloodworth, 170 Malaga Street, Suite A, St. Augustine, Florida 32084.

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.


Susan S. Bloodworth, Registered Agent


Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA