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To: Division of Corporations
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LIMITED LIABILITY COMPANY

Beta Three of Alachua LLC

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BETA THREE OF ALACHUA L.L.C.

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, do hereby adopt the following Articles of Organization.

ARTICLE 1.0

The name of the Limited Liability Company shall be BETA Three of Alachua, L.L.C..

ARTICLE 2.0

The Limited Liability Company shall become effective January 1, 2001, or as soon thereafter as filed with the Department of State. The period of its duration may not exceed 30 years from the date of filing with the Department of State.

ARTICLE 3.0

The purpose for which the Limited Liability Company is organized shall be the engagement of any legal business or investment activity as the Managers may from time to time determine.

ARTICLE 4.0

The location of the principal place of business and mailing address of the Limited Liability Company shall be 35 Magnolia Avenue, Suite 2084, St. Augustine, Florida, 32084-2833.

ARTICLE 5.0

The admission of new Members shall be subject to the unanimous approval of the existing Members of the Limited Liability Company.

ARTICLE 6.0

Upon the affirmative majority vote thereof, the remaining Members of the Limited Liability Company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event

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which terminates the continued membership of a Member in the Limited Liability Company.


ARTICLE 7.0

The Limited Liability Company shall be managed by Managers and the initial Managers and names and addresses of the Managers are as follows:

Charles Spires

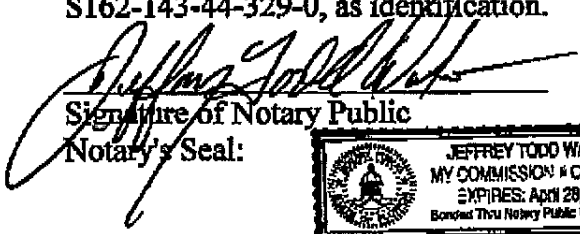
35 Magnolia Avenue
Suite 2084
St. Augustine, FL 32084-2833

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization.


Charles Spires, Member

**STATE OF FLORIDA
COUNTY OF ST. JOHNS**

The foregoing instrument was acknowledged before me this 15th day of December, 2000, by Charles Spires, who has produced Florida Driver's License Number S162-143-44-329-0, as identification.


Signature of Notary Public
Notary's Seal:



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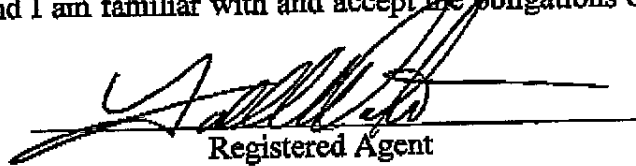
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is BETA Three of Alachua L.L.C..
2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

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

Dated: December 15, 2000

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