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March 14, 2001

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

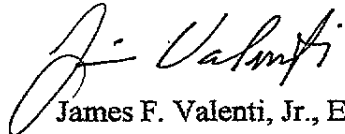
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Re: New Filing: **Anastasia Developers II, LLC.**

Dear Sir or Madame:

Enclosed for filing are the Articles of organization for Anastasia Developers II, LLC.
Also enclosed is a copy of the Articles which I ask that you certify and return to me at the above address. I have enclosed my check in the amount of \$155 to cover the filing fee and the service charge for providing the certified copy. Thank you for your assistance.

Sincerely,


James F. Valenti, Jr., Esq.

FILED
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STATE DEPT OF CORP
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

ANASTASIA DEVELOPERS II, LLC.

These Articles of Organization are filed for the purpose of creating a Limited Liability Company pursuant to the Florida Limited Liability Act, Chapter 608 Florida Statutes (the "Act").

ARTICLE I

NAME

The name of the Company is and shall be: Anastasia Developers II, LLC.

ARTICLE II

TERM

The existence of the Company will commence upon the filing of these Articles of Organization with the Florida Department of State, and its duration shall be perpetual until dissolved as required by the Act or as provided in the Company's Regulations. In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or other event which terminates the continued membership of a member in the Company (a "Terminating Event"), the Company may continue upon the affirmative vote of a majority in interest of the remaining members to do so; provided, such affirmative vote must be made within ninety (90) days following the Terminating Event.

ARTICLE III

ADDRESS

The initial mailing address of the Company is

P.O. Box 57038, Jacksonville, FL. 32241-7038

The initial street address of the Company is:

13080 Mandarin Road, Jacksonville, FL. 32223.

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

Alva C. Atkins
13080 Mandarin Road
Jacksonville, FL. 32223

ARTICLE IV

MANAGEMENT

The management of the Company shall at all times be vested in one or more managers, elected as provided in the Company's Regulations. The name and address of the initial manager are as follows:

Alva C. Atkins
13080 Mandarin Road
Jacksonville, FL. 32223

ARTICLE VI

ADDITIONAL MEMBERS

Initially there will be two members of the Company. Additional members may be admitted upon the unanimous consent of all members and in accordance with the Company's Regulations

ARTICLE VII

REGULATIONS

The members shall have the power to adopt, amend and repeal Regulations as contemplated by the Act. Regulations may be adopted, amended or repealed by a vote of a majority in interest of the members.

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TALLAHASSEE, FLORIDA

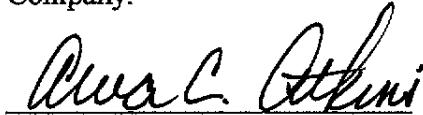
ARTICLE VII

LIMITED LIABILITY

Except as otherwise provided by the Act, no member manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in tort, contract or otherwise, nor for the acts or omissions of any other member, manager, officer, agent or employee of the Company, unless he or she expressly assumes such personal liability in writing.

SIGNATURES

These Articles are executed this 8th day of March 2001 by the undersigned members of the Company.



Alva C. Atkins
Member-Manager



Hussain A. Mashatt
Member

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in said 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, Florida Statutes.



Alva C. Atkins

3-8-01

Date

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