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Attorney at Law

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(904) 261-1833

May 14, 2001

406 Ash Street
Post Office Box 1443
Fernandina Beach, FL
32035-1443

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****155.00 ****155.00

RE: First Coast Woodlands, L.L.C.

Dear Sir or Madam:

Enclosed please find the Articles of Organization of First Coast Woodlands, L.L.C., along with a check in the amount of \$155.00. Please file these Articles and return them to my office.

If you have any questions or need further information, please call me.

Sincerely,

Gail Cope
Gail Cope
Legal Assistant

/gc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JC

**ARTICLES OF ORGANIZATION
OF
FIRST COAST WOODLANDS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be FIRST COAST WOODLANDS, L.L.C. ("Company"). The principal place of business of the Company in Florida shall be 402 Centre Street, Fernandina Beach, Florida 32034. The mailing address is the same.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is A. Jeffrey Tomassetti, Esq., 406 Ash Street, Fernandina Beach, Florida 32034.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or Manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by two managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The name and address of the initial managers of the Company are:

William J. Fields
P. O. Box 2469
Kitty Hawk, NC 27949

Furman O. Clark, Jr.
402 Centre Street
Amelia Island, FL 32034

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fernandina Beach, Florida, for the foregoing uses and purposes this 8th day of May, 2001.

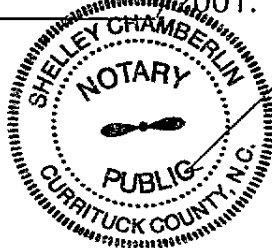

WILLIAM J. FIELDS


FURMAN O. CLARK, JR.

STATE OF NORTH CAROLINA
COUNTY OF Dare Currituck

Before me personally appeared WILLIAM J. FIELDS, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 8th day of May, 2001.

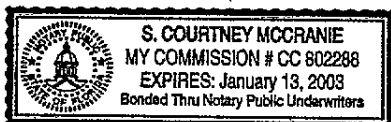


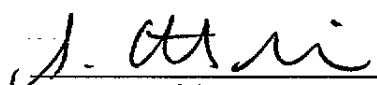

Notary Public

STATE OF FLORIDA
COUNTY OF NASSAU

Before me personally appeared FURMAN O. CLARK, JR., to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 7th day of May, 2001.

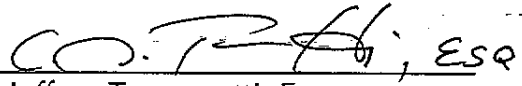



Notary Public

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of FIRST COAST WOODLANDS, L.L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


A. Jeffrey Tomassetti, Esq.
P. O. Box 1443
Fernandina Beach, FL 32035

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TALLAHASSEE, FLA.

FIRST COAST WOODLANDS, L.L.C.

EXHIBIT "A"

<u>NAME OF MEMBER</u>	<u>INITIAL CAPITAL CONTRIBUTION</u>	<u>MEMBERSHIP INTEREST</u>
Fields Clark Holdings LLC	\$666.66	66 2/3 %
Briteway, Inc.	\$333.33	33 1/3 %
TOTALS		100%

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TALLAHASSEE, FLORIDA