BRUCE E. STUTSMAN RICHARD R. THAMES NINA M. LAFLEUR BRADLEY R. MARKEY

121 WEST FORSYTH STREET, SUITE 600 JACKSONVILLE, FLORIDA 32202

TELEPHONE 904-358-4000 FACSIMILE 904-358-4001

May 18, 2001

By Federal Express

Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

800004287118--05/22/01--01058--001 • ****125.00 ****125.00

Re: Deerwood Partners I, L.L.C.

Dear Sir/Madam:

Enclosed for filing are the following documents:

- Articles of Organization for Deerwood Partners I, L.L.C.; and
- A designation of Registered Agent and Registered Office for Deerwood Partners I, L.L.C.

Our firm's check for \$125 to cover the filing fees is enclosed. We would appreciate your returning a filed stamped copy of the Articles of Organization to us following their filing.

Very truly yours,

Richard R. Thames

RRT/ab Enclosures 35753

ARTICLES OF ORGANIZATION

<u>OF</u>

DEERWOOD PARTNERS I, LLC

<u>Article I</u>

Name 1

The name of the Limited Liability Company is Deerwood Partners I, LLC (the "Company").

Article II

Address

The mailing address and street address of the principal office of the Company is 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202.

Article III

<u>Management</u>

The Company is to be managed by a Manager and the name and address of the initial Manager is:

Richard R. Thames 121 W. Forsyth Street, Suite 600 Jacksonville, Florida 32202

Article IV

Admission of Additional Members

ECRETARY OF STATE LLAHASSEE, FLORID

The right of the remaining partners to admit additional members and the terms and conditions of the admissions are as follows:

From the date of the formation of the Company, with the unanimous written consent of all the Members (which consent may be unanimously withheld, delayed or conditioned), any Person acceptable to the Members may, subject to the terms and conditions of this Operating Agreement: (i) become an Additional Member in this Company by the sale of new Interests for such

consideration as the Members by their unanimous votes shall determine, or (ii) become a Substitute Member as a transferee of a Member's Interest or any portion thereof in the manner prescribed by Article XI of the Company's Operating Agreement.

Article V

Members Rights to Continue Business

Provided there is at least one remaining Member following the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the Company, the remaining Members may by unanimous consent elect to continue the business of the Company.

Richard R. Thames Its Manager

Commission No.:

STATE OF FLORIDA

COUNTY OF DUVAL

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE FOR DEERWOOD PARTNERS I, LLC

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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 Deerwood Partners I, LLC.
- 2. The name and address of the registered agent and office is:

Richard R. Thames, Esq. STUTSMAN & THAMES, P.A. 121 W. Forsyth Street, Suite 600 Jacksonville, Florida 32202

Richard R. Thames
Its Manager

Acceptance by Registered Agent

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of its position as registered agent.

STUTSMAN & THAMES, P.A.

Richard R Thames

Florida Bar Number 0718459 121 W. Forsyth Street, Suite 600 Jacksonville, Florida 32202 (904) 358-4000