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FRAZIER & FRAZIER
ATTORNEYS AT LAW
SUITE A

1515 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

WILLIAM R. FRAZIER
W. ROBINSON FRAZIER
ROBERT K. RUSHING

May 31, 2001

TELEPHONE (904) 353-5616
FACSIMILE (904) 353-5619

VIA UPS NEXT DAY AIR

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

Gentlemen:

With reference to the organization of 1450 Flagler Avenue, LLC, I am enclosing the following:

1. Two executed copies of Articles of Organization, together with Certificate Designating Registered Agent.

2. Check payable to the Secretary of State in the total amount of \$125.00 to cover the filing fee of \$100.00 and the Registered Agent's fee of \$25.00.

I would greatly appreciate it if you would please affix your receiving stamp on the duplicate executed copy of the Articles of Organization and return same to me as an acknowledgment copy.

Thank you for your attention to this matter.

100004338621-7

-06/01/01--01099--002

****125.00 ****125.00

Very truly yours,


W. Robinson Frazier

WRF:dbh
Enclosures

cc: Mr. William R. Cesery, Jr.

L01-9000

3 CLINE

ARTICLES OF ORGANIZATION

OF

1450 FLAGLER AVENUE, LLC

ARTICLE I - NAME

The name of the Company is 1450 Flagler Avenue, LLC.

ARTICLE II - DURATION

This Company shall be in existence in perpetuity from and after the date of filing of the Articles of Organization.

ARTICLE III - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business.

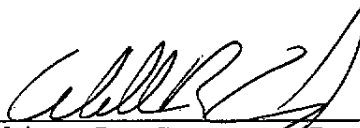
ARTICLE IV - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The street address and the mailing address of the principal office of the Company is 1450-3 San Marco Blvd., Jacksonville, Florida 32207, and the name and address of the Company's registered agent is William R. Cesery, Jr.

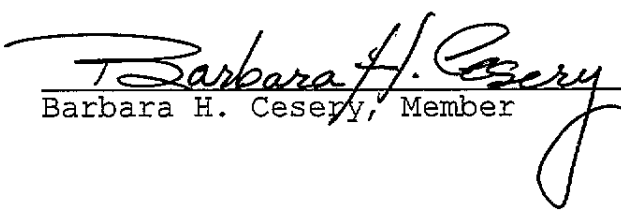
ARTICLE V - MANAGEMENT OF THE COMPANY

The Company is to be a manager-managed limited liability company.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 25th day of May, 2001.



William R. Cesery, Jr., Member



Barbara H. Cesery, Member

STATE OF FLORIDA
COUNTY OF DUVAL

On this 25th day of May, 2001, before me, the undersigned Members, personally appeared WILLIAM R. CESERY, JR. and BARBARA H. CESERY, both of whom are personally known to me and known to me to be the persons whose names are subscribed on the within instrument and they acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Patricia A. Fowler
Notary Public, State of Florida
at Large
My Commission Expires:

(SEAL)

PATRICIA A. FOWLER
Notary Public, State of Florida
My Comm. Expires Aug. 23, 2003
No. CC859804

FILED
MAY 25 2001
1 PM 3:53

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PRO
CESS MAY BE SERVED PURSUANT TO FLORIDA STATUTES SECTION 608.415

In accordance with the provisions of Section 608.415, Florida
Statutes, the following is submitted in compliance with said sta-
tute section:

That 1450 Flagler Avenue, LLC, desiring to organize under the
laws of the State of Florida, with its principal office as
indicated in the Articles of Organization at City of Jacksonville,
Duval County, State of Florida, has named William R. Cesery, Jr.,
1450 San Marco Blvd., Jacksonville, Florida 32207, as its agent to
accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
referenced limited liability company, at place designated in this
certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of said statute section relative to
keeping open said office.

Executed this 25th day of May, 2001.

By:


William R. Cesery, Jr., Registered
Agent

FILED
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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA