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COST LIMIT : \$ 155.00

Patricia Pizito

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 18, 2001

ORDER TIME : 10:17 AM

ORDER NO. : 189222-005

CUSTOMER NO: 4732152

CUSTOMER: Tristan Hoffman
Gartner Brock & Simon

Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

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DEPARTMENT OF CORPORATIONS
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NAME: RIVER PLACE AT SUMMER BEACH,
LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS: _____

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QR

**ARTICLES OF ORGANIZATION
OF
RIVER PLACE AT SUMMER BEACH, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be River Place at Summer Beach, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 5456 First Coast Highway, Amelia Island, Florida 32034.

**ARTICLE III
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
DURATION**

The period of duration for the Limited Liability Company shall commence on June 15, 2001, and shall continue perpetually, unless terminated: (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

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**ARTICLE V
MANAGEMENT**

The Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Summer Beach Development Group, Ltd.
5456 First Coast Highway
Amelia Island, Florida 32034

Such Manager shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

**ARTICLE VII
REGISTERED AGENT AND OFFICE**

The Company designates 5456 First Coast Highway, Amelia Island, Florida 32034, as the street address of the initial registered office of the Company and names James U. Sands, as the Company's initial registered agent at that address to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this ____ day of June, 2001.

SUMMER BEACH DEVELOPMENT
GROUP, LTD, a Florida limited
partnership, its Manager

By: Summer Beach Development
Group, Inc, a Florida corporation,
its General Partner

By: 
James U. Sands, President

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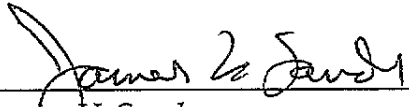
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is: River Place at Summer Beach, LLC
2. The name and address of the registered agent and office is:

James U. Sands
5456 First Coast Highway
Amelia Island, Florida 32034

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.



James U. Sands

Date: June 15, 2001

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