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LAW OFFICES OF  
WILLIAM A. HAMILTON, III  
PROFESSIONAL ASSOCIATION  
4729 HIGHWAY 17, SUITE 203  
ORANGE PARK, FLORIDA 32003

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Telephone (904) 278-3888  
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June 22, 2001

DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
P. O. BOX 6327  
TALLAHASSEE, FL 32314

800004439728--1  
-06/25/01--01124--003  
\*\*\*\*133.75 \*\*\*\*133.75

Re: 2001 PALM BAY ASSOCIATES, L.L.C.

Dear Sir:

Enclosed herewith, please find the original and one copy for returning of the Articles of Organization on the above captioned along with our filing fee of \$133.75.

Very truly yours,



William A. Hamilton, III

WAH:sa  
enclosure

FILED  
01 JUN 25 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**  
**OF**  
**2001 PALM BAY ASSOCIATES, 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 makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I-NAME**

The name of the limited liability company shall be 2001 PALM BAY ASSOCIATES, L.L.C., ("Company").

**ARTICLE II-ADDRESS**

The mailing address and street address of the principal office of the company shall be 151 Sawgrass Corners Drive, #202, Ponte Vedra Beach, FL 32082.

**ARTICLE III-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 be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV —REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Paul S. Ferber, 151 Sawgrass Corners Drive, #202, Ponte Vedra Beach, Florida 32082.

**ARTICLE V-CAPITAL CONTRIBUTIONS**

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

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**ARTICLE VI— ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on 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 on such terms and conditions as shall be determined by all the members. A member may transfer his or its 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. Notwithstanding the foregoing, the Managing Member shall have the right to transfer his interest to a corporation, limited liability company or limited partnership owned or controlled by him and such transferee shall have the right to participate in the management of the company and become a member without obtaining the consent or approval of the other members of the Company.

**ARTICLE VIII— TERMINATION OF EXISTENCE**

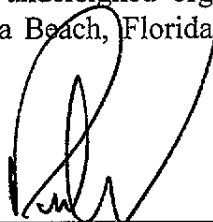
The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the Company is continued by the consent of the vote of a majority-in-interest of the remaining members.

**ARTICLE IX-MANAGEMENT**

The Company shall be managed by one or more managers in accordance written 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 law or these Articles of Organization. The initial Managing Member of the Company shall be Paul S. Ferber, 151 Sawgrass Corners Drive, #202, Ponte Vedra Beach, Florida 32082.

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TALLAHASSEE, FLORIDA

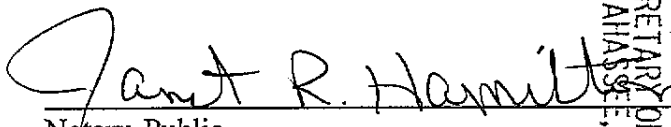
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ponte Vedra Beach, Florida, on this 20 day of June, 2001.



PAUL S. FERBER

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

The foregoing Articles of Organization were acknowledged before me this 19 day of June, 2001, by Paul S. Ferber, who is personally known to me, and who acknowledged that he signed such instrument of his own free will.



Notary Public

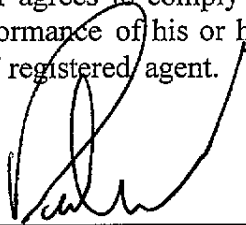
My Commission Expires:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of 2001 PALM BAY ASSOCIATES, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and 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 his or her duties, and is familiar with and accept the obligations of the position of registered agent.



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PAUL S. FERBER  
Registered Agent

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**01 JUN 25 AM 11:48**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**