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Division of Corporations

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Florida Department of State

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LIMITED LIABILITY COMPANY

Florida Coastal Enterprises LLC

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**ARTICLES OF ORGANIZATION
OF
FLORIDA COASTAL ENTERPRISES LLC**

Pursuant to Section 608.407, Florida Statutes, Florida Coastal Enterprises LLC hereby delivers for filing these Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company is Florida Coastal Enterprises LLC (the "Company").

ARTICLE II. ADDRESS

The Company's mailing address and the street address of its principal office is:

7555 Beach Blvd.
Jacksonville, FL 32216-3003

ARTICLE III. DURATION AND CONTINUATION

The Company's existence will commence on the date of filing these Articles of Organization, and the Company will exist perpetually, unless terminated in accordance with the Company's Operating Agreement.

ARTICLE IV. 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 V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names INTRASTATE REGISTERED AGENT CORPORATION the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted as provided in the Operating Agreement of the Company.

ARTICLE VII. MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or

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dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company will be as provided in the Operating Agreement of the Company.

ARTICLE VIII. MANAGEMENT

The Company shall be manager-managed. The managers of the Company shall operate as a board of managers that shall be referred to as the Board of Directors. A member of the Board of Directors will retain such position until removed and replaced by the Members of the Company as provided in the Operating Agreement of the Company. The Board of Directors will have the obligations and responsibilities described in the Operating Agreement of the Company. The initial members of the Board of Directors shall be:

Ronald Bailey

Irving Sonnenschein

Donald Lively

Martha Sonnenschein

Greg Manocherian

Bernard Turner

Ronald Stahnke

Rita Turner

ARTICLE IX. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company will be vested in the Members of the Company.

Dated this 7 day of July, 2001.


Donald E. Lively, Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT
CORPORATION

By: Donald W. Wallis
Donald W. Wallis, Vice President
Registered Agent

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