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AUTHORIZATION :

*Patricia Pigato*

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ORDER DATE : July 25, 2001

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CUSTOMER NO: 80523A

CUSTOMER: Haywood Ball, Esq  
Donahoo Ball & Mcmenamy, P.a.

2925 Barnett Center  
50 North Laura Street  
Jacksonville, FL 32202

300004496083--6

DOMESTIC FILING

NAME: EUGENIA, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

*JB*  
*7-25-01*

RECEIVED  
JUL 25 PM 3:09  
DIVISION OF CORPORATION

APPROVE  
AND  
FILED  
01 JUL 25 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
EUGENIA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be EUGENIA, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 235 Montgomery Street, Suite 3000, San Francisco, CA 94104.

**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 dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and Florida street address of the registered agent of the Company in the State of Florida are Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301-2636.

Having been named as registered agent and to accept service of process for the Company at the place designated in this certificate, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent as provided for in Chapter 608, F.S.

CORPORATION SERVICE COMPANY

BY: Lynette Coleman

Its Agent

Lynette Coleman  
as its agent

**ARTICLE V - ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, 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 her interest in the Company as set forth in the regulations of the Company, but the transferee shall

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have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VI - MEMBERS' RIGHT TO CONTINUE BUSINESS

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 unanimous vote of all the remaining members.

#### ARTICLE VII - MANAGEMENT

The Company is a manager-managed company and shall be managed by the members in accordance with 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 names and addresses of the members of the Company are:

Katharine C. Whalen

235 Montgomery Street, Suite 3000  
San Francisco, CA 94104

Daniel A. Whalen

235 Montgomery Street, Suite 3000  
San Francisco, CA 94104

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Oakland, California, on the 23<sup>rd</sup> day of July, 2001.

  
KATHARINE C. WHALEN

  
DANIEL A. WHALEN

In accordance with section 608.408(3), Florida Statutes, the execution of this document by the organizers, constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

T:\HMB\Whalen\Eugenia Articles of Organization.wpd

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01 JUL 28 4:04  
SECRETARY OF STATE  
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