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ACCOUNT NO. : 072100000032

REFERENCE : 405411 4732152

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 155.00

ORDER DATE : August 8, 2001

ORDER TIME : 11:16 AM

ORDER NO. : 405411-005

CUSTOMER NO: 4732152

CUSTOMER: Ms. Tristan Hoffman
Gartner Brock & Simon

Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: FINLAY, LLC

600004524706--5

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: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

JB
8-8-01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVE
AND
FILED

**ARTICLES OF ORGANIZATION
OF
FINLAY, 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 FINLAY, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 4300 Marsh Landing Boulevard, Jacksonville Beach, Florida 32250-1405.

**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 July 24, 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:

Finlay Properties, Inc.,
a New Hampshire corporation
Christopher Finlay
4300 Marsh Landing Boulevard
Jacksonville Beach, Florida 32250-1405

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 4300 Marsh Landing Boulevard, Jacksonville Beach, Florida 32250-1405, as the street address of the initial registered office of the Company and names Christopher C. Finlay, 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 8th day of AUGUST, 2001.

Finlay Properties, Inc., a New
Hampshire corporation

By: 

Christopher C. Finlay, President

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TALLAHASSEE, FLORIDA

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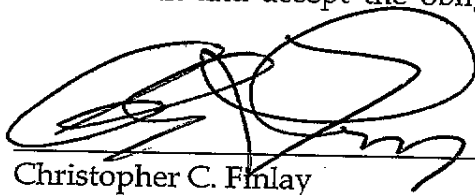
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Finlay, LLC.
2. The name and address of the registered agent and office is:

Christopher C. Finlay
4300 Marsh Landing Boulevard
Jacksonville Beach, Florida 32250-1405

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.



Christopher C. Finlay

Date: 8/8/01

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SECRETARY OF STATE
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AND
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