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November 13, 2001

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

700004687827—1 -11/19/01--01079--001 ****130.00 ****130.00

Re: OLD CITY DEVELOPMENT II, LLC

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization and a check for \$130.00 for the Filing Fee, Registered Agent Designation, and one Certificate of Status.

Please contact me if you need additional information.

Respectfully yours,

David M. Andrews

DMA/vdh Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/20

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: OLD CITY DEVELOPMENT II, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company

4320 A1A South, St. Augustine, FL 32080

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Donna M. Kelley	
4320 A1A South	
St. Augustine, FL 32080	

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 as provided for in Chapter 608, F.S..

Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Donna M. Kellev Typed or printed name of signee

FILING FEES:

\$ 100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (OPTIONAL)

\$ 5.00 Certificate of Status (OPTIONAL)