

Division of Corporations

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Florida Department of State

Division of Corporations

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Fax Number : (850) 205-0383

From:

Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE
Account Number : 105543000740
Phone : (904) 798-3700
Fax Number : (904) 354-4459

LIMITED LIABILITY COMPANY

HPP, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION**OF****HPP, LLC**

Pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

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

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in §608.402 (24) of the Act) of the Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of the Company shall be 50 A1A North, Suite 101, Ponte Vedra Beach, Florida 32082.

**ARTICLE IV
REGISTERED AGENT**

The address of the registered office of the Company shall be 50 North Laura Street, Suite 2500, Jacksonville, FL 32202, and its initial registered agent at such office shall be MOTOLAW, Inc.

**ARTICLE V
ADDITIONAL MEMBERS**

Additional members (as the term "member" is defined in §608.402(21) of the Act) may be admitted at such times and on such terms and conditions as provided in the Operating Agreement of the Company.

PAID
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE VI
CONTINUATION OF BUSINESS**

The remaining members of the Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member or members in the Company as provided in the Act or the Operating Agreement of the Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

The Company will be managed by one of its members in accordance with and subject to the requirements of the Act and Operating Agreement of the Company. The name and address of the initial Managing Member (as defined in §608.402(20) of the Act), who shall serve as Managing Member until the first annual meeting of the members or until its successor is elected and qualifies, is as follows:

Brass Tacks, Inc.
50 A1A North
Ponte Vedra Beach, FL 32082

IN WITNESS WHEREOF, the undersigned, a member of the Company, has executed these Articles of Organization on behalf of the Company in accordance with §608.407 of the Act.

Dated this 28 day of NOV., 2001

BRASS TACKS, INC.
as Managing Member of HPP, LLC

By: 

John M. Powers, its President

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**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

HPP, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates MOTOLAW, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2500, Jacksonville, FL 32202.

Dated this 28 day of Nov., 2001.

HPP, LLC

By: Brass Tacks, Inc., as Managing Member of
HPP, LLC

By: [Signature]
John M. Powers, its President

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

Dated this 28 day of Nov., 2001.

MOTOLAW, Inc., a Florida corporation, as
registered agent

By: [Signature]
Ivan A. Colao, Vice President

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