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LAW OFFICES OF
WILLIAM A. HAMILTON, III
PROFESSIONAL ASSOCIATION
4729 HIGHWAY 17, SUITE 203
ORANGE PARK, FLORIDA 32003

William A. Hamilton, III
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February 1, 2002

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DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
P. O. BOX 6327
TALLAHASSEE, FL 32314

Re: 2002 BUENAVENTURA ASSOCIATES, LLC

Dear Sir:

Enclosed herewith, please find the original and one copy for returning of the
Articles of Organization on the above captioned along with your filing fee of \$133.75

Very truly yours,

Bill Hamilton
William A. Hamilton, III

WAH:sa
enclosure

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DIVISION OF CORPORATIONS
02 FEB -4 PM 2002

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ARTICLES OF ORGANIZATION
OF
2002 BUENAVENTURA ASSOCIATES, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I-NAME

The name of the limited liability company shall be 2002 BUENAVENTURA ASSOCIATES, L.L.C., ("Company").

ARTICLE II-ADDRESS

The mailing address and street address of the principal office of the company shall be 151 Sawgrass Corners Drive, #202, Ponte Vedra Beach, Florida, 32082.

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 earlier dissolved as provided in these Articles of Organization.

ARTICLE IV —REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Paul S. Ferber, 151 Sawgrass Corners Drive, #202, Ponte Vedra Beach, Florida, 32082.

ARTICLE V-CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in the Regulations.

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ARTICLE VI— ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII- ADMISSION OF NEW MEMBERS

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 its interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company (other than the member proposing to dispose of his or her interest) approve of the proposed transfer by unanimous written consent. Notwithstanding the foregoing, the Managing Member shall have the right to transfer his interest to a corporation, limited liability company or limited partnership owned or controlled by him and such transferee shall have the right to participate in the management of the company and become a member without obtaining the consent or approval of the other members of the Company.

ARTICLE VIII— TERMINATION OF EXISTENCE

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 the consent of the vote of a majority-in-interest of the remaining members.

ARTICLE IX-MANAGEMENT

The Company shall be managed by one or more managers in accordance written 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 initial Managing Member of the Company shall be Paul S. Ferber, 151 Sawgrass-Corridor Drive, #202, Ponte Vedra Beach, Florida, 32082.

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ponte Vedra Beach, Florida, on this 30 day of January, 2002.



PAUL S. FERBER

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing Articles of Organization were acknowledged before me this 30 day of January, 2002, by Paul S. Ferber, who is personally known to me, and who acknowledged that he signed such instrument of his own free will.



Notary Public

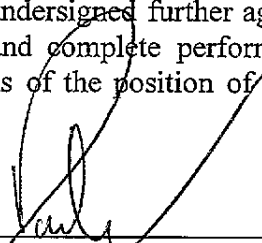
My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of 2002 BUENAVENTURA ASSOCIATES, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



PAUL S. FERBER
Registered Agent

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