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ROCK CREEK
CAPITAL

FILED
2002 MAR 19 PM 12:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

March 18, 2002

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-03/19/02--01067--004
****465.00 ****155.00

Re: ~~BALDWIN BAY INVESTMENTS, LLC~~
~~BRYCEVILLE TIMBER, LLC~~
~~BRANDY BRANCH, LLC~~

Dear Sir/Madam:

Enclosed for filing please find Articles of Organization for (i) Baldwin Bay Investments, LLC, (ii) Bryceville Timber, LLC and (iii) Brandy Branch, LLC. In addition, please find a check in the amount of \$465 payable to the Florida Department of State as follows:

Filing Fee for Articles of Organization - 3 x \$100	\$300
Designation of Registered Agent - 3 x \$25	\$ 75
Certified Copy of each filing- 3 x \$30	\$ 90
	\$465

If you should have any questions or require any additional information, please do not hesitate to contact me at the following address:

Ashton Hudson
1200 Riverplace Blvd., Suite 902
Jacksonville, FL 32207
(904) 393-9020

Very truly yours,

M. Ashton Hudson

Enclosures

J. BRYAN MAR 22 2002

ROCK CREEK CAPITAL GROUP, INC.

1200 Riverplace Blvd. · Suite 902 · Jacksonville, FL 32207 · 904-393-9020 · 904-393-9003 fax

BRYCEVILLE TIMBER, LLC
ARTICLES OF ORGANIZATION

The undersigned, being a member or duly authorized representative of a member, desiring to form a limited liability company under 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 is Bryceville Timber, LLC (the "Company")

ARTICLE II – Address:

The mailing address and street address of the principal office of the Company is:

1200 Riverplace Blvd., #902
Jacksonville, Florida 32207

ARTICLE III – Commencement of Existence:

The Company's existence begins on the date and at the time when these Articles of Organization are filed with the Florida Secretary of State.

ARTICLE IV – Continuation of Limited Liability Company:

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE V – Registered Agent and Office:

The name and street address of the Company's initial registered agent for service of process in the state is:

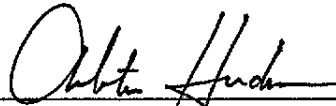
Brian Brown
1200 Riverplace Blvd., Suite 902
Jacksonville, Florida 32207

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ARTICLE VI – Management and Authority:

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member

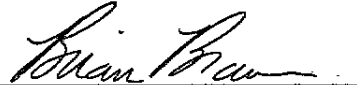
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 15th day of March, 2002



Ashton Hudson, Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company name above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.



Brian Brown, Vice President

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