

WATER AND WASTEWATER UTILITIES

- CONSULTATION
- CONSTRUCTION
- OPERATION
- MAINTENANCE
- ADMINISTRATION
- REGULATORY

June 5, 2002

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

To Whom It May Concern:

100005694691--5
-06/06/02--01060--001
****125.00 ****125.00

Enclosed for filing are Articles of Organization and Registered Agent Designation for each of the following:

Prime Time Amenities, LLC
Phillips of Jax, LLC
The Westside Five, LLC

Also enclosed is a check for each of the above filings for each entity to cover the \$100 filing fee and the \$25 Registered Agent Designation.

Very Truly Yours,

William M. Brannen
Vice-President

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02 JUN -6 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/11/02
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**ARTICLES OF ORGANIZATION
OF
PHILLIPS OF JAX, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I

NAME

The name of the limited liability company (the "Company") is:

PHILLIPS OF JAX, LLC

ARTICLE II

TERM

The existence of the Company shall commence upon filing of these Articles of Organization with the Florida Department of State and its existence shall be perpetual.

ARTICLE III

ADDRESSES

The initial mailing address of the Company is P.O. Box 441149, Jacksonville, Florida 32222-0012. The initial street address of the principal office of the Company is 6215 Wilson Boulevard, Jacksonville, Florida 32210.

ARTICLE IV

REGISTERED AGENT

The name and street address of the initial registered agent of the Company are as follows:

William M. Brannen
6215 Wilson Boulevard
Jacksonville, Florida 32210

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TALLAHASSEE, FLORIDA

ARTICLE V
MANAGEMENT

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

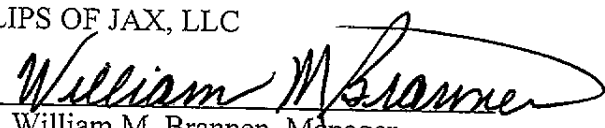
ARTICLE VI
LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being a Member of the Company has executed these Articles of Organization this 5th day of June, 2002.

PHILLIPS OF JAX, LLC

By: _____


William M. Brannen, Manager

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

PHILLIPS OF JAX, LLC

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

William M. Brannen
6215 Wilson Boulevard
Jacksonville, Florida 32210

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.

Signature of Registered Agent


WILLIAM M. BRANNEN

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