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ACCOUNT NO. : 072100000032

REFERENCE : 649185 4381472

AUTHORIZATION :

COST LIMIT : \$ PPD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL -2 PM 2:29

FILED

ORDER DATE : July 2, 2002

ORDER TIME : 12:09 PM

ORDER NO. : 649185-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel, P.a.

390 North Orange Avenue.
Suite 1100
Orlando, FL 32801

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-07/02/02--01049--015
****160.00 ****160.00

DOMESTIC FILING

NAME: FINLAY INTEREST GP II, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

02 JUL -2 PM 1:03

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JK

ARTICLES OF ORGANIZATION

OF

FINLAY INTERESTS GP 11, LLC

The undersigned acting as the organizer of FINLAY INTERESTS GP 11, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the limited liability company is FINLAY INTERESTS GP 11, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 4300 Marsh Landing Boulevard, Suite 101, Jacksonville Beach, Florida 32250.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by its Members, unless and until one or more managers are appointed in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers shall be elected as described in the Operating Agreement.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., and the street address of the Company's initial registered office is 3900 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IX - Indemnification:

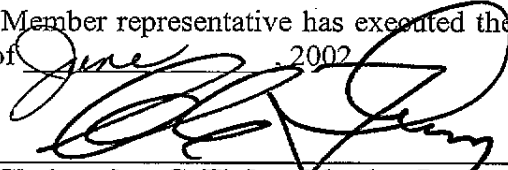
Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, 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 a member.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Member representative has executed these Articles
of Organization as of this 21st day of June, 2002


Christopher C. Finlay, Member Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT,
THE STATE OF FLORIDA.

1. The name of the limited liability company is **FINLAY INTERESTS LLC.**

2. The name and address of the registered agent and office is:

B&C Corporate Services of Central Florida, Inc.
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801

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.

B&C Corporate Services of Central Florida, Inc.

By: _____

Janice C. Myers, Vice President

Dated this 1st day of July, 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA