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Rosenberg Proutt Funk & Greenberg, LLP

ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION
2115 ALLFIRST BUILDING
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BALTIMORE, MARYLAND 21201

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July 11, 2002

Florida Department of State
309 East Gaines
Tallahassee, Florida 32399

Re: First Florida Holding And Company, LLC
First Florida Holding And Company I, LLC
First Florida Holding And Company II, LLC
First Florida Holding And Company III, LLC
First Florida Holding And Company IV, LLC

300006403689--1
-07/15/02--01049--007
*****625.00 *****125.00

Dear Sir or Madam:

Enclosed please find Articles of Organization for the above-referenced entities. I am enclosing a check in the amount of \$625.00 to cover the cost of filing. In addition I am enclosing a return Federal Express Envelope for your convenience.

If you have any questions or concerns, please feel free to call me.

Sincerely,

Kimberly A. Carrick

Kimberly A. Carrick
Legal Assistant

/kac
Enclosures
cc: Charles H. Stamm

RECEIVED
TALLAHASSEE, FLORIDA

02 JUL 15 AM 9:45

FILED

7/16
rest

ARTICLES OF ORGANIZATION

OF

FIRST FLORIDA HOLDING AND COMPANY, LLC

FILED
02 JUL 15 AM 9:45
TALLAHASSEE, FLORIDA

The undersigned, being duly authorized by the members of the Company (as defined below) to execute and file these Articles of Organization, hereby certifies that:

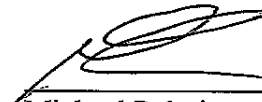
FIRST: The name of the limited liability company (hereinafter referred to as the "Company") is: "First Florida Holding and Company, LLC".

SECOND: The purposes for which the Company is formed are to: (a) own, lease, mortgage, develop, operate and sell real property and (b) engage in any lawful business permitted by Chapter 608 of the Florida Statutes.

THIRD: The mailing address and street address of the principal office of the Company in this State is 1600 15th Street, Plaza 15, No. 310, Fort Lauderdale, Florida 33316.


FOURTH: The name and address of the resident agent of the Company in this State is Michael Palmisano, 1600 15th Street, Plaza 15, No. 310, Fort Lauderdale, Florida 33316.

IN WITNESS WHEREOF, with the authorization of all of the members of the Company, I have signed these Articles of Organization as of the 10th day of July, 2002, and acknowledge, pursuant to Section 608.408(3) of the Florida Statutes, that the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Michael Palmisano

Having been named resident 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 as provided for in Chapter 608, F.S.



Michael Palmisano