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August 5, 2002

Adam J. August
direct dial 703 648 8530
August@KilpatrickStockton.com

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 38314

Re: HB Investment, LLC Articles of Organization Filing

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for HB Investment, LLC and a check in the amount of \$100.00 to cover the filing fee.

Kindly file this document and return to me a file-stamped copy in the enclosed self-addressed stamped envelope.

Please contact me with any questions.

Sincerely,

KILPATRICK STOCKTON LLP

Adam J. August

Enclosures

02 AUG 23 AM 9:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 9, 2002

ADAM J. AUGUST
KILPATRICK STOCKTON LLP
11130 SUNRISE VALLEY DR, SUITE 300
RESTON, VA 20191-4329

SUBJECT: HB INVESTMENT, LLC
Ref. Number: W02000023025

We have received your document for HB INVESTMENT, LLC and your check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$25.00.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 902A00047518

ARTICLES OF ORGANIZATION

OF

HB INVESTMENT, LLC

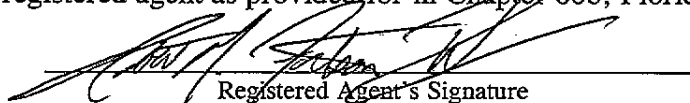
a Florida limited liability company

02 AUG 23 AM 9:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of this limited liability company is **HB INVESTMENT, LLC** (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is 60 Kon Tiki Circle, St. Augustine, Florida 32080.
4. The name and address of the registered agent of the Company is Robert M. Fortson, IV, 60 Kon Tiki Circle, St. Augustine, Florida 32080.
5. 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 as provided for in Chapter 608, Florida Statutes.


Registered Agent's Signature

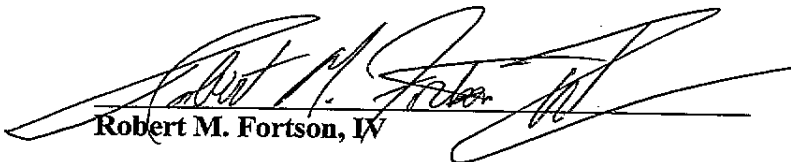
6. The Company shall only admit additional members with the unanimous written consent of the Company's Members.

7. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.
8. The Company is to be managed by one or more managers. The name and address of the initial manager is as follows:

Robert M. Fortson, IV, 60 Kon Tiki Circle, St. Augustine, Florida 32080
9. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
10. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of **HB INVESTMENT, LLC**, has executed these Articles of Organization this 30 day of July, 2002.

MEMBER:


Robert M. Fortson, IV