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August 28, 2002

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Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

8/29/02

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***125.75 ***125.00

Re: MTC Land Co., L.L.C.

Dear Sir or Madam:

In connection with the above referenced corporation, enclosed please find the original and one copy of the Articles of Organization to be filed with the Secretary of State. I also enclosed our firm check payable to the Secretary of State in the amount of \$125.75 for the cost of the filing fee.

I enclose a copy of the Articles of Organization and would appreciate your stamping and returning the same to me.

Should you have any questions or comments, please do not hesitate to call.

Very truly yours,

Evie Adams

Evie Adams, as Assistant to
Clifford B. Newton

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG 29 AM 9:09

FILED

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Enclosures

ARTICLES OF ORGANIZATION
OF
MTC LAND CO., L.L.C.

FILED
02 AUG 29 AM 9:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In accordance with the provisions of the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, (the "Act") the undersigned, sole organizer of a Florida limited liability company, and an authorized representative of a Member of the Company hereby files these Articles of Organization:

ARTICLE I -- NAME

The name of the limited liability company is **MTC LAND CO., L.L.C.** (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company in the State of Florida is 13738 Mandarin Road, Jacksonville, Duval County, Florida 32223.

ARTICLE III -- REGISTERED AGENT & OFFICE

The name and address of the Company's registered agent is Charles W. Arnold, III, 11217 San Jose Boulevard, Jacksonville, Florida 32223. The Company may designate another registered agent at any time.

ARTICLE IV -- MANAGEMENT

The Company shall be managed by a Board of Directors and officers elected by the Board of Directors all as provided in the Limited Liability Company Agreement of the Members. This Company is not managed by one or more managers and is therefore not a manager-managed company.

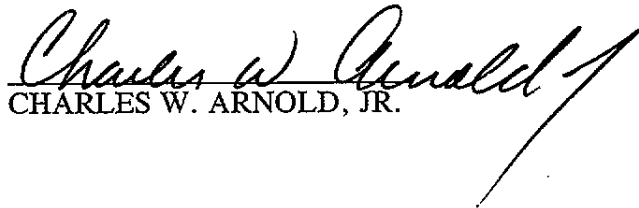
ARTICLE V -- OWNERSHIP

Ownership interests in the Company by its Members shall be held in Shares which shall be evidenced by certificates signed by the president or any vice-president of the Company and by the secretary or any assistant-secretary of the Company. Transfers of Shares are restricted by the terms of the Limited Liability Company Agreement among the Members of the Company.

ARTICLE VI -- AGREEMENT

The management, operation and ownership of the Company shall be governed by a Limited Liability Company Agreement, the power to adopt, alter amend or repeal which shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 27th day of August, 2002, and, in accordance with section 608.408, Florida Statutes, acknowledges that this document constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct.


CHARLES W. ARNOLD, JR.

ACCEPTANCY BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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.


CHARLES W. ARNOLD, III