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LIMITED LIABILITY COMPANY

Victoria Lakes, LLC

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**ARTICLES OF ORGANIZATION OF
VICTORIA LAKES, LLC**

A LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be Victoria Lakes, LLC (the "Company").

**ARTICLE II
PURPOSES AND POWERS**

This Company is organized to engage in any activity or business in which a limited liability company may engage under the laws of the United States and of the State of Florida.

**ARTICLE III
DURATION**

The existence of the Company shall begin on the date of filing of these Articles of Organization. The existence of the Company shall be perpetual.

**ARTICLE IV
MEMBERS**

The initial Members of the Company are V. Hawley Smith, Jr. and Mary Louise Dungey.

**ARTICLE V
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and street address of the principal office of the Company is One San Jose Place, Suite 7, Jacksonville, Florida 32257.

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**ARTICLE VI
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The address of the initial registered agent of the Company is One San Jose Place, Suite 7, Jacksonville, Florida 32257, and the name of its initial registered agent at such address is Mary Louise Dungey.

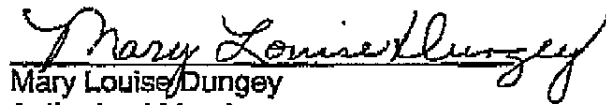
**ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP**

New Members may only be admitted by the unanimous vote of the Members, unless otherwise specified in Regulations adopted by all of the Members. The terms and conditions of the admission of a new Member including contributions required of new Members shall be determined by the unanimous vote of the Members as of the time of admission of such new Members to the Company unless otherwise specified in Regulations adopted by all of the Members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Members shall have the right to continue the business upon the unanimous written consent of such remaining Members.

The undersigned, being the initial Managing Member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of Victoria Lakes, LLC

Executed by the undersigned on the 6th day of Sept., 2002.


Mary Louise Dungey
Authorized Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being familiar with all of the duties and responsibilities of a Registered Agent in the State of Florida, hereby accepts the appointment and obligations of the position on behalf of Victoria Lakes, LLC, a Florida limited liability company.

9-6-02
Date

Mary Louise Dungey
Mary Louise Dungey

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