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Account Name : THE ST. JOE COMPANY
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LIMITED LIABILITY COMPANY

5660 Northside, L.L.C.

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Page Count	02
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF**

5660 NORTHSIDE, L.L.C.

Pursuant to the requirements set forth within §608.407 of the Florida Limited Liability Company Act (the "Act"), the undersigned, being a natural person, does hereby act as the authorized representative in adopting and filing the following Articles of Organization for the purpose of organizing a limited liability company.

ARTICLE I - NAME

The name of the limited liability company (hereinafter referred to as the "Company") shall be **5660 Northside, L.L.C.**

ARTICLE II - PRINCIPAL/MAILING ADDRESS

The street address of the principal office and mailing address of the Company is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

ARTICLE III - REGISTERED AGENT/OFFICE

The initial street address of the Company's registered office is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207. The initial registered agent for the Company at that address is Lawrence Paine.

Having been named as registered agent and to accept service of process for the above stated 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 of the Florida Statutes.



Lawrence Paine

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ARTICLE IV - MANAGEMENT

This Company shall be a manager-managed Company and shall be managed by one or more managers. The initial managers of the Company and their addresses are:

Initial Managers:	Business Address:
Michael N. Regan	1650 Prudential Drive Suite 400 Jacksonville, FL 32207
Jeffrey S. Gottlieb	1650 Prudential Drive Suite 400 Jacksonville, FL 32207
Bradford A. Slappey	1650 Prudential Drive Suite 400 Jacksonville, FL 32207
Dawn H. Wright	1650 Prudential Drive Suite 400 Jacksonville, FL 32207
Stephen W. Solomon	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 13th day of September 2002.


Susan G. Whitlatch
Authorized Representative

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