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JAMES E. BEDSOLE, P.A.
ROBIN H. CONNER, P.A.

CHARLES R. BENNETT
(Dec. 1996)

September 23, 2002

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

RE: MIDDEN GROVE LLC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization and a certificate designating a registered Agent for the above named proposed Florida limited liability company, together with a check in the amount of \$155.00, representing payment of the following:

Filing Fees	\$100.00
Certified Copy	30.00
Registered Agent Designation	<u>25.00</u>
<u>TOTAL:</u>	<u>\$155.00</u>

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***155.00 ***155.00

Please file the enclosed Articles of Organization and return a certified copy to my office.

Thank you in advance for your attention to this matter.

Very truly yours,


JAMES E. BEDSOLE, ESQ.

JEB/jmw
Enclosures
cc: Melvin C. Longo
wk\jw\relest\Longo\let-sec.state-09-23-02

J. BRYAN SEP 25 2002

**ARTICLES OF ORGANIZATION
OF**

MIDDEN GROVE LLC.

FILED
2002 SEP 24 AM 10:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as th Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I.
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be MIDDEN GROVE LLC., and its principle office shall be located at 620 21st Street, City of St. Augustine, County of St. Johns, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II.
GENERAL PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the nature of the business to be transacted, and to which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any other manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person,

entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this agreement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the operating agreement of the limited liability company by a majority vote by the members of the limited liability company.

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JULY 11, 2002
TALLAHASSEE, FLORIDA
CORPORATIONS

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TALLAHASSEE, FLORIDA

ARTICLE IV. MANAGEMENT AND AUTHORITY

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

1. Melvin C. and Diane M. Longo, 620 21st Street, St. Augustine, FL 32084
2. Cindy Wilson and Michael D. Byrne, 27 Montrano Avenue, St. Augustine, FL 32080
3. S. Curtis Bowman and Eleanor C. Hughes, 117 Coronado Street, St. Augustine, FL 32080
4. Mark R. and Leah M. Mahan, 104 Menendez Road, St. Augustine, FL 32080

ARTICLE V. MEMBERSHIP RESTRICTIONS

No new members will be admitted to the limited liability company except as provided for in the operating agreement.

Any of the members may retire from the limited liability company on giving the to the other members 90 days' written notice of the intention to do so. The retiring member may sell their interest in the limited liability company only to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred to any individual or entity except the limited liability company.

On 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 limited liability company before the expiration of the term specified in these Articles, the remaining members shall have the right to continue the business on majority consent of the remaining members.

A member who is a surviving spouse of a deceased member will represent that membership couple's interest and have one vote.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$120,000.00 cash shall be paid to the limited liability company by the four (4) membership couples in equal shares. Capital improvement contributions will be made as required for investment purposes, as

determined by majority consent of the members. Members will make any capital improvement contributions in equal shares.

**ARTICLE VII.
MAINTENANCE AND EXPENSES**

Maintenance costs and expenses including, but not limited to, electric, taxes, state fees, and insurance shall be paid in equal shares by the members as needed. Yearly maintenance costs and expenses shall not be considered as capital improvements.

**ARTICLE VIII.
DURATION**

The limited liability company shall commence on the 20th day of September, 2002, and it shall continue for a period of fifteen (15) years, or until dissolved in a manner provided by law, or as provided for in the operating agreement of the members..

**ARTICLE IX.
PROFITS AND LOSSES**

(a) *Profit Sharing.* On the sale of the Drayton Island property, the members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members upon the dissolution of the limited liability company.

(b) *Losses.* All losses that occur in the operation of the limited liability company shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE X.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 620 21st Street, City of St. Augustine, County of St. Johns, State of Florida, and the name of the company's initial registered agent is Melvin C. Longo.

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

The undersigned, being the original members of the limited liability company,
certify that the foregoing instrument constitutes the proposed Articles of Organization of
MIDDEN GROVE LLC.

Executed by the undersigned at ST. JOHNS COUNTY, FLORIDA
on this 20th day of SEPTEMBER, 2002.

FILED
2002 SEP 24 AM 10:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Melvin C. Longo
Melvin C. Longo, and

Diane M. Longo
Diane M. Longo;

Cindy Wilson
Cindy Wilson, and

Michael D. Byrne
Michael D. Byrne;

S. Curtis Bowman
S. Curtis Bowman, and

Eleanor C. Hughes
Eleanor C. Hughes;

Mark R. Mahan
Mark R. Mahan, and

Leah M. Mahan
Leah M. Mahan

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF ST. JOHNS

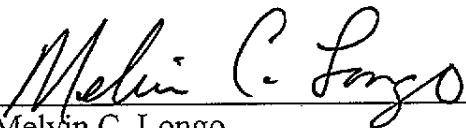
Pursuant to the provisions of sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is MIDDEN GROVE LLC.

The name of the registered agent for MIDDEN GROVE LLC is Melvin C. Longo and the street address of the company's principal office where the agent is located is 620 21st Street, St. Augustine, Florida 32084.

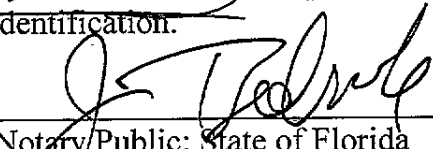
This statement is to acknowledge that, as indicated above, MIDDEN GROVE LLC has appointed me, Melvin C. Longo, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this 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.

Dated this 16 day of Sept., 2002.


Melvin C. Longo
Registered Agent

THE FOREGOING instrument was acknowledged before me this 16 day of Sept., 2002, by MELVIN C. LONGO, agent on behalf of MIDDEN GROVE LLC, a limited liability company. He is personally known to me or has produced as identification.

 James E. Bedsole
My Commission CC807206
Expires February 7, 2003


Notary Public: State of Florida
JAMES E. BEDSOLE
(Printed Name of Notary Public)
Commission Expires: 2/7/03