

L020000026582

COHEN & CAPRONI LLC

ATTORNEYS AT LAW
750 Hammond Drive
Building 7 - Suite 200
Atlanta, Georgia 30328

Telephone: (404) 252-8080
Facsimile: (404) 252-9324

Albert Caproni, III
Walter N. Cohen
Shawna L. Stevenson

③ 10/7 FULLC

October 4, 2002

800008240968--3
-10/07/02--01067--002
****125.00 ****125.00

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization for Groundworks of Florida, LLC

Dear Sir or Madam:

Enclosed please find the original Articles of Organization for Groundworks of Florida, LLC, along with one conformed copy. I have also enclosed a check for \$125 for filing fees (\$100 for the filing fee and \$25 for the designation of registered agent). Please register the Articles and issue a letter of acknowledgment to me at the above address.

Please contact me if there are any questions.

Sincerely,



Walter N. Cohen

WNC:sls

Enclosures

cc: Mike Green (w/enclosures)

FILED
02 OCT -7 PM 4:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
GROUNDWORKS OF FLORIDA, LLC**

ONE

The name of the Limited Liability Company is GROUNDWORKS OF FLORIDA, LLC (hereinafter the "Company"). It is organized under the Florida Limited Liability Company Act (Fla. Stat. Sections 608.401 et. seq.).

TWO

The mailing address and the street address of the initial principal office of the Company is 354 Desoto Street, Port Saint Joe, Florida 32456.

The Company shall remain in existence until dissolved pursuant to Florida law or pursuant to the terms of any written operating agreement governing the operation of the Company.

THREE

The name and the Florida street address of the registered agent are:

Gerald Alcorn
354 Desoto Street
Port Saint Joe, Florida 32456

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 in Chapter 608, F.S.

Gerald Alcorn (Conformed Signature)
GERALD ALCORN

FOUR

The management of the Company is vested in one manager or more managers and is, therefore, a manager-managed company. The initial managers shall be:

- Gerald Alcorn, and
- Michael Green.

FILED
02 OCT -7 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

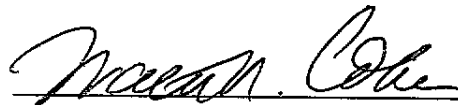
FIVE

No single member or manager of the Company shall have the authority to sell, convey, assign, or otherwise transfer any interest in any real property owned by the Company without the prior written consent and approval of a majority of the then existing members of the Company.

SIX

The members and managers of the Company shall be indemnified by the Company to the fullest extent provided by Florida Statutes Section 608.4229.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization, this 4th day of October 2002.



WALTER N. COHEN

Authorized Representative of Member
Cohen & Caproni, LLC
750 Hammond Drive
Building 7, Suite 200
Atlanta, Georgia 30328