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ROGERS TOWERS
BAILEY JONES & GAY, P.A.

WILLIAM I. GULLIFORD, III
(904) 346-5756
TGulliford@rtlaw.com

ATTORNEYS AT LAW

RIVERPLACE TOWER
1301 RIVERPLACE BLVD.
SUITE 1500
JACKSONVILLE, FL 32207-1811
TELEPHONE (904) 398-3911
FAX (904) 396-0663

January 24, 2003

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

Re: Riverside Avenue Investments, LLC - Registration

Gentlemen:

Please find enclosed herewith the following:

- (1) Fully executed Articles of Organization for Riverside Avenue Investments, LLC; and
- (2) A check payable to The Florida Department of State in the amount of \$155.00 representing the fees payable for filing the Articles, the designation of the registered agent and one certified copy of the Articles.

After filing the Articles, please be kind enough to forward a certified copy of the same to the following:

Steven Diebenow, Esq.
Rogers, Towers, Bailey, Jones & Gay
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207
904-398-3911

Thank you in advance for your attention to this matter.

Cordially yours,

William I. Gulliford, III
William I. Gulliford, III

WIG:fhb
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
RIVERSIDE AVENUE INVESTMENTS, LLC**

**ARTICLE I
Name**

The name of the Limited Liability Company is **Riverside Avenue Investments, LLC**

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Limited Liability Company is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, FL 32207 (Attn: William I. Gulliford, III).

**ARTICLE III
Registered Agent, Registered Office & Registered Agent's Signature**

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

Steven Diebenow
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby accept 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 provided in Chapter 608, Florida Statutes.



Steven Diebenow

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TALLAHASSEE, FLORIDA

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**ARTICLE IV
Duration**

The period of duration for the Limited Liability Company shall be from the date of execution of this instrument and this company shall exist perpetually. Its existence shall commence on the date these Articles are executed and acknowledged except that if

they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V
Members and Management

The members of the Limited Liability Company are William I. Gulliford, III, Steven Diebenow and William A. Stanly, III. The Limited Liability Company is to be managed by its officers. The names of the officers who are to serve as officers until the first annual meeting of members or until their successors are elected and qualify are as follows:

William I. Gulliford, III	President
Steven Diebenow	Vice President
William A. Stanly, III	Secretary

ARTICLE VI
Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be the unanimous consent of all of the Members.

ARTICLE VII
Members Right to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be if all Members unanimously consent, the business shall continue.

ARTICLE VIII
Authorized Representative

The members have authorized William I. Gulliford, III to execute and file these Articles of Organization.


William I. Gulliford, III

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TALLAHASSEE, FLORIDA

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