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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

MILITARY-PROMENADE, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$155.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 8, 2003

EMPIRE

SUBJECT: MILITARY-PROMENADE, L.L.C.
REF: W03000013169

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
MILITARY-PROMENADE, L.L.C.**

The undersigned initial members of MILITARY-PROMENADE, L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: MILITARY-PROMENADE, L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon filing, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of the Company is:

3576 Jonathan's Harbour Drive
Jupiter, Florida 33477

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principle office of the Company is:

3576 Jonathan's Harbour Drive
Jupiter, Florida 33477

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT'S ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

David Morrison
3576 Jonathan's Harbour Drive
Jupiter, Florida 33477

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth

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herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of the majority of the members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of the members or until its successors are elected and qualify.

David Morrison
3576 Jonathan's Harbour Drive
Jupiter, Florida 33477

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

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AT JUPITER, FLORIDA

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423 (1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 7 day of MAY, 2003.

INITIAL MEMBER:

By: [Signature]
David Morrison
Its Manager


03 MAY 12 AM 10:11
SECRETARY
400 UNIVERSITY BLVD
WILSON, NC 27157

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**CERTIFICATE OF ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act: David Morrison, 3576 Jonathan's Harbour Drive, Jupiter, Florida 33477.

Having been appointed registered agent of MILITARY-PROMENADE, L.L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.


David Morrison

Dated:

5/7/03

03 MAY 12 PM 10:11
SECRETARY & CLERK
FALL ANNUAL MEETING
FILE

TOTAL P.07

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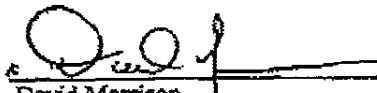
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

The Corporation desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at 3576 Jonathan's Harbour Drive, Jupiter, Florida 33477, appoints David Morrison, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.


David Morrison
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA