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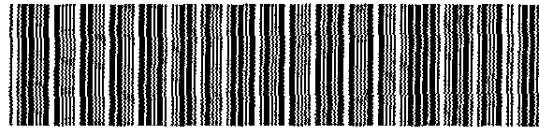
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BIVENS, JONES & ASSOCIATES

Attorneys and Counselors at Law

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May 14, 2003

State of Florida
Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Coates-Clarke Development Co., LLC

Greetings!

Please find enclosed the original and one copy of the Articles of Organization for Coates-Clark Development Co., LLC together with total filing fees in the amount of \$125.00.

I would appreciate it if you would send me a file stamped copy that these Articles have been filed.

If you have any questions, please feel free to contact the undersigned.

Yours truly,

BIVENS, JONES & ASSOCIATES


Burney Bivens, Esquire

BB\tam

Enclosures

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TALLAHASSEE, FLORIDA

COATES-CLARK DEVELOPMENT CO., LLC
ARTICLES OF ORGANIZATION

Phillip A. Clark, being at least eighteen years of age, acting as organizer of a Limited Liability Company, pursuant to the laws of the state of Florida, hereby adopts the following Articles of Organization for such Limited Liability Company (hereinafter referred to as "Company"):

ARTICLE I

The name of the Company is COATES-CLARK DEVELOPMENT CO., LLC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the Company is organized shall be to own, develop and manage real property and to engage in any other business or activity that is permitted under the Laws of The State of Florida and the United States of America.

ARTICLE IV

The mailing address and street address of the Company's principal office is 6500 Crill Avenue, Palatka, FL 32177.

ARTICLE V

The street address of the initial registered office of the Company is 1543 Kingsley Ave, Suite 18-B, Orange Park, FL 32073. The name of the Company's initial registered agent at such address is Burney Bivens, Esquire.

ARTICLE VI

The aggregate number of units which the Company shall have the authority to issue is 100,000 units. The units shall be designated as economic Units and participation units. 50,000

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units shall be designated as economic units. 50,000 units shall be designated as participation units. Each member's participation units shall be afforded identical rights and privileges in every respect. Each member's economic units shall be afforded identical rights and privileges in every respect.

ARTICLE VII

Each member shall have pre-emptive rights to acquire units, shares or other economic or participation securities of the Company.

ARTICLE VIII

Each Member's participation units shall be afforded identical rights and privileges in every respect. Each Member's economic units shall be afforded identical rights and privileges in every respect.

ARTICLE IX

Cumulative voting in the election for managers shall not be permitted.

ARTICLE X

No contract or other transaction between the Company and any of its managers, officers, or members (or any Company or entity in which any of them are directly or indirectly interested) shall be invalid solely because of such relationship or because of the presence of such manager, officer, or member at the meeting authorizing such contract or transaction or her participation in such meeting or authorization if:

(1) The material facts of the relationship or interest of such manager, officer, or member are known or disclosed:

(a) to the board of managers and it nevertheless authorizes or ratifies the contract or transaction by a majority of the managers present, each such interested manager to

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THE CLERK OF THE COURT
JULIA A. SULLIVAN

ARTICLE XII

The Board of Managers shall exercise complete and exclusive control of the management of the Company's business and affairs and shall have the full rights, powers and authorities designated under the Florida Limited Liability Company Act.

ARTICLE XIII

The name and business address of the persons who will be the members of the initial board of managers are Phillip A. Clark and Camille Coates-Clark at 6500 Crill Avenue, Palatka, FL 32177. Phillip A. Clark shall serve as managing member until the first annual meeting of the members or until his successor is elected and duly qualified.

ARTICLE XIV

No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to act for the Company solely by virtue of being a member.

ARTICLE XV

The Company's Operating Agreement, to be adopted at the Company's first meeting of the Managers or as soon thereafter as possible, and any amendments or restatements thereof, shall be in writing and signed by the Managing Members. No agreement among any of the Members or Managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended from time to time and in existence.

IN ACCORDANCE with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts states herein

be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote, or

(b) to the members and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested shareholder to be counted for quorum and voting purposes; or

(2) The contract or transaction is approved by a majority of the members present, each such interested member to be counted for quorum and voting purposes; or

(3) The contract or transaction is fair to the Company as of the time it is authorized or ratified by the board of managers, a committee of the board, or the members. This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

ARTICLE XI

The Company shall indemnify any manager, officer, or employee or former manager, officer, or employee of the Company, or any person who may have served at its request as a manager, officer, or employee of another Company in which it owns shares of stock or other economic interests, or of which it is a creditor, to the extent he/she is not indemnified by insurance, against expenses actually and necessarily incurred by him/her if he/she is made a party by reason of being or having been such a manager, officer, or employee of this Company, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of her duties. Such indemnification and reimbursement shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of shareholders or otherwise.

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JACKSONVILLE, FLORIDA

are true, in witness whereof, I have hereunto set my hand 2002 ratifying these Articles of
Organization.

Phillip A. Clark
Phillip A. Clark
Organizing Member

5-14-03
Date

HAVING BEEN NAMED as registered agent and to accept service of process 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 for in Chapter 608, F.S.

Burney Bivens
Burney Bivens, Esquire
Registered Agent


May 13, 2003
Date

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TALLAHASSEE FLORIDA

STATE OF FLORIDA)
 :SS
COUNTY OF PUTNAM)

BEFORE ME, the undersigned authority, personally appeared PHILLIP A. CLARK, who is well known to be the person described in and who subscribed the above Articles of Organization, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal on this 14th day of May, 2003.



Notary Public - State of Florida
My Commission Expires:




Burney Bivens
MY COMMISSION # CC833735 EXPIRES
July 4, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA)
 :SS
COUNTY OF CLAY)

BEFORE ME, the undersigned authority, personally appeared BURNEY BIVENS, who is well known to be the person described in and who subscribed the above Articles of Organization as Registered Agent and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal on this 13th day of May, 2003.



Notary Public - State of Florida
My Commission Expires:

