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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : SMITH HULSEY & BUSEY
Account Number : 075030000653
Phone : (904) 359-7008
Fax Number : (904) 359-7712

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Johnson Family Flea & Farmers Market, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION
OF
JOHNSON FAMILY FLEA & FARMERS MARKET, LLC**

The undersigned organizer, who is the authorized representative of the members of Johnson Family Flea & Farmers Market, LLC (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is Johnson Family Flea & Farmers Market, LLC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 1890 Kingsley Avenue, Orange Park, Florida 32073.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent is Smith Hulseay & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE IV - MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization on the 31st day of July, 2003.



Charmaine T. M. Chiu
Authorized Representative

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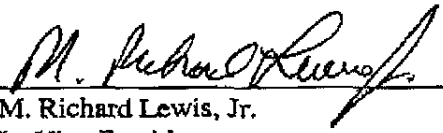
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 618.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Johnson Family Flea & Farmers Market, LLC.
2. The name and the Florida street address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

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, Smith Hulsey & Busey hereby accepts the appointment as registered agent and agrees to act in this capacity. Smith Hulsey & Busey further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

SMITH HULSEY & BUSEY

By: 
M. Richard Lewis, Jr.
Its Vice-President

Date: July 31, 2003

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