

Florida Department of State

Division of Corporations

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 FEB 24 AM 10:44**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN****THE ESTATES OF ATLANTIC BEACH, LLC**

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
of
THE ESTATES OF ATLANTIC BEACH, LLC**

Pursuant to Section 608.411, Florida Statutes, The Estates of Atlantic Beach, LLC, a Florida limited liability company (the "Company"), adopts the following Articles of Amendment to its Articles of Organization:

FIRST: The date of filing of the Articles of Organization of the Company was August 25, 2003.

SECOND: The Amended and Restated Articles of Organization of the Company (the "Amended and Restated Articles") are set forth in EXHIBIT A.

THIRD: The Amended and Restated Articles of Organization were adopted by the unanimous consent of the Members of the Company.

Signed this 24th day of February, 2006.

THE ESTATES OF ATLANTIC BEACH, LLC,
a Florida limited liability company
by: Selva Estates, Inc., a Florida corporation,
Member

By: 
President

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EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
of
THE ESTATES OF ATLANTIC BEACH, LLC**

**ARTICLE I
NAME**

The name of the limited liability company shall be The Estates of Atlantic Beach, LLC (the "Company"). The mailing address and principal office of the Company in Florida shall be: One Independent Drive, Suite 2600, Jacksonville, Florida 32202.

**ARTICLE II
PURPOSES AND POWERS**

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent in the State of Florida are: Mary Robison, One Independent Drive, Suite 2600, Jacksonville, Florida 32202.

**ARTICLE IV
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

**ARTICLE V
ADMISSION AND WITHDRAWAL OF MEMBERS**

No additional members shall be admitted to the Company except upon the unanimous written consent of the members of the Company.

**ARTICLE VI
TERMINATION OF EXISTENCE**

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining

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member. The Company shall be terminated and dissolved upon the consent of all of the members.

ARTICLE VII MANAGER

The Company shall be managed by one or more managers and is a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement.

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

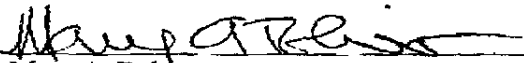
Pursuant to the provisions of Florida Statutes, The Estates of Atlantic Beach, LLC, a Florida limited liability company (the "Company"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is: The Estates of Atlantic Beach, LLC.
2. The name and address of the registered agent and office are: Mary A. Robison
One Independent Drive, Suite 2600, Jacksonville, Florida 32202.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the 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 the Florida Limited Liability Company Act.

DATED: This 24th day of February, 2006.


Mary A. Robison

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