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ARTICLES OF ORGANIZATION

OF

FROG POND III, LLC

THE AND A LEVEL STORE OF THE ST The undersigned, for the purpose of forming a limited liability company under the of Florida, hereby adopts the following Articles of Organization:

<u>Article I</u>

Name; Address

The name of the Company is Frog Pond III, LLC, and the address of the principal office and mailing address of the company is at 6260 DuPont Station Court, Suite 1, Jacksonville, Florida 32217.

Article II

Initial Registered Office and Agent

The street address of the initial registered office of this company is 50 North Laura Street, Suite 2600, Jacksonville, Florida 32202 and the name of the initial registered agent of this company at that address is Michael A. Walters.

Article III

The Company is to be member-managed.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 20th day of November, 2003.

Name: Michael A. Walters

Authorized Representative



HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE STATED COMPANY, I HEREBY AGREE TO ACT IN THAT CAPACITY, AND IF FURTHER STATE THAT I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS OF THAT POSITION.

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Michael A. Walters

Dated: November 20, 2003



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