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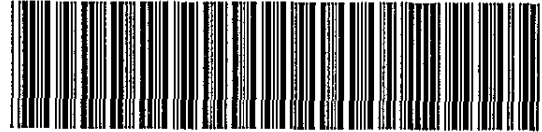
(Business Entity Name)

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Judith P. Erwin

Attorney At Law

6260 Dupont Station Court, Suite B
Jacksonville, Florida 32217

Tel. (904) 733-2645

Fax (904) 733-0609

December 23, 2003

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: The Arena Partners, L.L.C.
Registration**

Dear Sir/Madam:

Enclosed, please find a Transmittal Letter and Articles of Organization for Florida Limited Liability Company on behalf of my client, The Arena Partners, L.L.C., plus a check for \$160.00 to cover the costs of the Filing Fee, Designation of Registered Agent, a Certified Copy and a Certificate of Status.

If you have any questions, do not hesitate to contact me at (904) 733-2645.

Sincerely,

Judith P. Erwin

Judith P. Erwin

JAPE/ap

Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Arena Partners, L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Judith P. Erwin, Esquire
(Name of Person)

Judith P. Erwin Attorney at Law
(Firm/Company)

6260 Dupont Station Court, Suite B
(Address)

Jacksonville, FL 32217
(City/State and Zip Code)

For further information concerning this matter, please call:

Judith P. Erwin at (904) 733-2645
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

The Arena Partners, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

1107 Myra Street

Suite 200

Jacksonville, FL 32204

Mailing Address:

P.O. Box 40866

Jacksonville, FL 32203-0866

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Judith P. Erwin, Esq.

Name

6260 Dupont Station Court, Suite B

Florida street address (P.O. Box **NOT** acceptable)

Jacksonville FLORIDA 32217

City, State, and Zip

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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, 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, Florida Statutes..



Registered Agent's Signature

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

William W. Erwin, Jr.

1107 Myra Street, Suite 200

Jacksonville, FL 32204

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(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 stated herein are true.)

Judith P. Erwin

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)