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**ROSSWAY MOORE
& TAYLOR**
ATTORNEYS AND COUNSELORS AT LAW

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SUITE 200
VERO BEACH, FLORIDA 32963

January 26, 2004

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*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA
**ALSO ADMITTED IN
CALIFORNIA

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

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SECRETARY OF
TALLAHASSEE, FLORIDA

RE: *Gridiron Land Development, LLC*

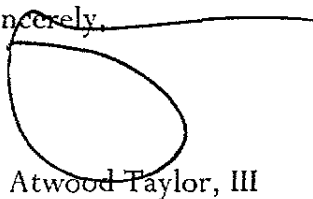
Ladies and Gentlemen:

In regard to the above, please find enclosed the original Articles of Organization for filing with the Secretary of State's Office.

This firm's check in the amount of \$125.00 is also enclosed to cover your filing fee and the Registered Agent Designation fee.

Thank you for your assistance and for sending your Certificate of Filing to this office in the enclosed, pre-prepared return envelope.

Sincerely,



J. Atwood Taylor, III

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Encs.

CC: Mr. Charles B. Miller, w/encs.

G. Arthur Robins, Esq., w/encs. (via fax)

ARTICLES OF ORGANIZATION
FOR
GRIDIRON LAND DEVELOPMENT, LLC

1. ARTICLES OF ORGANIZATION.

ARTICLE I
NAME

The name of the Limited Liability Company is as follows:

GRIDIRON LAND DEVELOPMENT, LLC

ARTICLE II
ADDRESS

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

1421 West Island Club Square, Vero Beach, Florida 32963.

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TALLAHASSEE, FLORIDA

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the members are as follows:

CHARLES B. MILLER
1421 West Island Club Square
Vero Beach, Florida 32963; and

RICHARD P. MILBOURNE
c/o G. Arthur Robins, Esq.
Chesapeake Meridian
The Melridge Building
700 Melvin Avenue, Suite 5
Annapolis, Maryland 21401.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right to admit additional members and the terms and conditions of the admissions shall be determined, initially by the members; and if other members are admitted, then thereafter as follows:

All of the members named herein, unless they have been expelled or have filed bankruptcy or have withdrawn, retired, or died, shall collectively and only by unanimous consent agree to the admission of new members. Further restrictions

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on the admission of new members are set forth in a later executed agreement between the members.

ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE VII
PURPOSE

This Limited Liability Company has been formed by the members for the purpose of purchasing, developing, selling, owning, leasing, mortgaging, or otherwise dealing in or disposing of real and personal property and for all other legal purposes to which the members may elect from time to time to put the said Limited Liability Company.

ARTICLE VIII
AMENDMENTS

Amendments to these Articles of Organization shall be effected in accordance with Chapter 608, *Florida Statutes*.

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**ARTICLE IX
GOVERNANCE AND OPERATION**

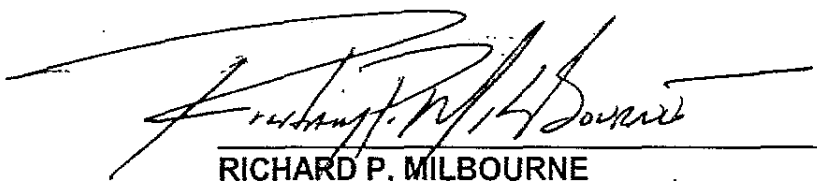
This Limited Liability Company shall be governed by the members in accordance with and shall operate according to a later executed agreement between the members.

IN WITNESS WHEREOF, the undersigned members have caused these presents to be executed on the date(s) set forth below.

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TALLAHASSEE, FLORIDA


CHARLES B. MILLER

Date: 1-21-04


RICHARD P. MILBOURNE

Date: January 16, 2004

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

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, *FLORIDA STATUTES*, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **GRIDIRON LAND DEVELOPMENT, LLC.**
2. The name and address of the Registered Agent and Office is as follows:

**J. ATWOOD TAYLOR, III
ROSSWAY MOORE & TAYLOR
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963**

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. Further, I 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.



J. ATWOOD TAYLOR, III

Date: 1/21/04