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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

237 5th Avenue South, LLC

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ARTICLES OF ORGANIZATION

OF

237 5th Avenue South, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes, acknowledges and files the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company shall be 237 5th Avenue South, LLC (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be 1051 Big Tree Road, Neptune Beach, Florida 32266.

ARTICLE II

DURATION

The Company's existence shall commence on the date these Articles of Organization are filed with the Florida Department of State and shall continue perpetually or until dissolved in accordance with these Articles of Organization adopted by the members.

ARTICLE III

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 IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent in the State of Florida are: Fred E. Lee, Jr., 1051 Big Tree Road, Neptune Beach, Florida 32266.

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ARTICLE V

ADDITIONAL CAPITAL CONTRIBUTIONS

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

ARTICLE VI

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 VII

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

ARTICLE VIII

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.

ARTICLE IX

MEMBERS

Fred E. Lee, Jr. and Karen J. Lee, as tenants by the entireties, shall be the initial members of the Company.

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IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization in Neptune Beach, Florida for the foregoing uses and purposes this 8 day of March, 2004.



Fred E. Lee, Jr.

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

Pursuant to the provisions of Florida Statutes, 237 5th Avenue South, LLC (the "Company") designated Fred E. Lee, Jr. as its registered agent for service of process. The address of the Company's registered office is 1051 Big Tree Road, Neptune Beach, Florida 32266.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the Company at the place designated in this Certificate, I accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as registered agent as provided for in the Florida Limited Liability Company Act. I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties thereunder.

DATED: This 8 day of March, 2004.



Fred E. Lee, Jr.

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