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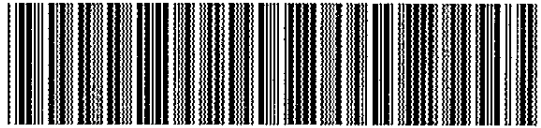
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[Signature]

PEEK, COBB, EDWARDS & ASHTON

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ATTORNEYS AND COUNSELORS AT LAW
1301 RIVERPLACE BOULEVARD, SUITE 1609
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JACKSONVILLE 904 / 399-1609
OCALA 352 / 867-1609
PONTE VEDRA BEACH 904 / 280-1609

April 2, 2004

BY FEDERAL EXPRESS

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization
Ripley Orleans Interests, LLC

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Organization for the above-captioned limited liability company. Also enclosed is our firm's check for \$155.00 in payment of the requisite filing fee, registered agent fee and certified copy charge. Please file the original Articles of Organization and forward a certified copy to our office.

Very truly yours,



Eugene G. Peek III

EGP/dmk

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04 APR -5 AM 8:29
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
RIPLEY ORLEANS INTERESTS, LLC**

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned certify that we have associated ourselves for the purpose of becoming a limited liability company in the State of Florida in accordance with the Florida Limited Liability Company Act (Florida Statutes Chapter 608), providing for the formation, privileges, rights and immunities of limited liability companies for profit. We further declare that the following Articles of Organization shall serve as the Charter and authority for conduct of business of this limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this limited liability company shall be Ripley Orleans Interests, LLC, and the mailing and street address of its principal place of business shall be 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207, but it shall have the authority and power to establish additional offices at any other place or places as the Member(s) may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which this limited liability company is authorized to transact, shall be as follows:

1. To engage in any and all activity or business authorized under the laws of the State of Florida and its statutes, including the ownership or lease of personal property, intangible or tangible, and/or real property.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles of Organization to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any entity, person, association, partnership, corporation or limited liability company carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles of Organization; and to hold, utilize and in any manner dispose of the property and rights so acquired by same.

4. To enter into and make all necessary contracts for its business with any entity, person, association, partnership, corporation or limited liability company, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department and to perform and carry out, assign, cancel or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles of Organization and otherwise granted or permitted by the laws of the State of Florida and its statutes, while acting as agent, nominee or attorney-in-fact and agent for any entity, person, association, partnership, corporation or limited liability company, and perform any service under contract or otherwise for any entity, person, association, partnership, corporation or limited liability company, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interests of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida and its statutes, providing for the formation, privileges, rights and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers set forth in these Articles of Organization, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the United States or the State of Florida.

7. To exercise any and all privileges, powers and rights in connection with the business, powers or actions of a limited liability company for profit not inconsistent or in contravention of the laws of the United States or the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted by this limited liability company shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the conditions and terms of any other clause. The several clauses contained in this statement of the general nature of the business or businesses to be transacted by this limited liability company shall be regarded as independent purposes and powers.

Nothing contained in these Articles of Organization shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, this limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the United States or the State of Florida, lawfully carry on, exercise or do.

ARTICLE III

EXERCISE OF POWERS

No Member of this limited liability company, without majority consent of the Member(s) thereof, shall have the authority to obligate, contract and/or bind this limited liability company. All limited liability company powers shall be exercised by, or under the authority of, and the business and affairs of this limited liability company shall be managed under direction of, the Member(s) of this limited liability company in accordance with Article IV [Management] hereof.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by one (1) or more Managers as designated by its Member(s) from time to time. The initial Board of Managers shall consist of one (1) Manager who shall serve until the first Annual Meeting of Member(s) of this limited liability company.

The initial one (1) Manager is identified as follows:

Eugene G. Peek III
1301 Riverplace Boulevard, Suite 1609
Jacksonville, Florida 32207

ARTICLE V

MEMBERSHIP RESTRICTIONS

Member(s) shall have the right to admit new members. Additional members may be admitted on the unanimous written consent of the existing Member(s) and the existing Member(s) shall determine the amount and nature of contributions by new members at the time of admission of the new members and the conditions and terms of such admission. A Member's interest in this limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the existing Member(s) of this limited liability company. On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in this limited liability company, the remaining Member(s) shall have the right to continue the business with the remaining Member(s)' unanimous written consent.

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CLERK OF DISTRICT COURT

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions, as determined by the initial Member(s) of this limited liability company, and thereafter by its Member(s) as described herein, shall be paid to the limited liability company by its Member(s) as determined by the Member's respective interests in this limited liability company. Additional contributions will be made as required for investment and business purposes upon the unanimous written consent of the Member(s) of this limited liability company. Member(s) will make additional contributions in accordance with their respective interests in this limited liability company.

**ARTICLE VII
DURATION**

This limited liability company shall exist perpetually beginning on the date designated by the Florida Department of State.

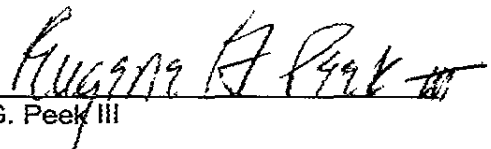
**ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT**

The name of this limited liability company's initial registered agent is Eugene G. Peek III. The mailing and street address of this limited liability company's initial registered office is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207.

**ARTICLE IX
EFFECTIVE DATE**

The effective date of these Articles of Organization shall be April 1, 2004.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization, this 1st day of April, 2004.



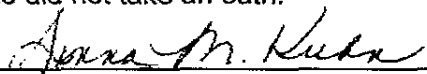
Eugene G. Peek III

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing was acknowledged before me this 1st day of April, 2004, by Eugene G. Peek III, who is personally known to me and who did not take an oath.



Donna M. Kuhn
MY COMMISSION # DD179879 EXPIRES
February 14, 2007
BONDED THRU TROY FAIN INSURANCE, INC.



Donna M. Kuhn
Notary Public, State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Florida Statutes Section 608.415 of the Florida Limited Liability Company Act, this limited liability company whose name is Ripley Orleans Interests, LLC designates its initial registered agent and office to be Eugene G. Peek III, 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207. Having been named the initial registered agent for the limited liability company to accept service of process at the place designated in these Articles of Organization and this certificate, I hereby accept this appointment as the initial registered act of this limited liability company and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relating to the complete and proper performance of my duties and I am familiar with and accept the obligations of my position as the initial registered agent of this limited liability company

Eugene G. Peek III
Eugene G. Peek III
Dated: April 1, 2004

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing was acknowledged before me this 1st day of April, 2004, by Eugene G. Peek III, who is personally known to me and who did not take an oath.

Donna M. Kuhn
Print: Donna M. Kuhn
Notary Public, State of Florida at Large



Donna M. Kuhn
MY COMMISSION # DD179879 EXPIRES
February 14, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

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ALLA...
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