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ST. JOE COMPANY

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LIMITED LIABILITY COMPANY

Overlook I, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
OVERLOOK I, LLC**

Pursuant to the requirements set forth within §608.407 of the Florida Limited Liability Company Act (the "Act"), the undersigned, being a natural person, does hereby act as the authorized representative in adopting and filing the following Articles of Organization for the purpose of organizing a limited liability company.

ARTICLE I - NAME

The name of the limited liability company (hereinafter referred to as the "Company") shall be: **Overlook I, LLC**

ARTICLE II - PRINCIPAL/MAILING ADDRESS

The street address of the principal office and mailing address of the Company is 245 Riverside Avenue, Suite 500, Jacksonville 32202.

ARTICLE III - REGISTERED AGENT/OFFICE

The initial street address of the Company's registered office is 245 Riverside Avenue, Suite 500, Jacksonville, Florida 32202. The initial registered agent for the Company at that address is Christine M. Marx.

Having been named as registered agent and to accept service of process for the above stated 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 of the Florida Statutes.


Christine M. Marx


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ARTICLE IV - MANAGEMENT

This Company shall be a manager-managed and shall be managed by one or more managers. The initial managers of the Company and their addresses are:

Initial Managers:	Business Address:
Michael N. Regan	245 Riverside Avenue Suite 500, Jacksonville Florida 32202
Jeffrey S. Gottlieb	245 Riverside Avenue Suite 500, Jacksonville Florida 32202
Bradford A. Slappey	245 Riverside Avenue Suite 500, Jacksonville Florida 32202
Michael J. Daly, Jr.	245 Riverside Avenue Suite 500, Jacksonville Florida 32202
Stephen W. Solomon	245 Riverside Avenue Suite 500, Jacksonville Florida 32202

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 14th day of May, 2004.



Susan G. Whitlatch
Authorized Representative

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