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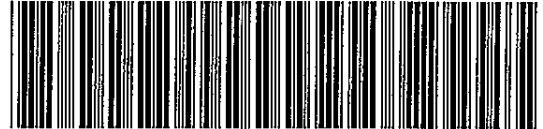
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
6-22-04



BEIR & FISCHER ACCOUNTING, INC.

A PROFESSIONAL ASSOCIATION OF ACCOUNTANTS

June 17, 2004

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

Re: ORGANIZATION - Edgewater Historic Properties, L.L.C.

Dear Sir:

Enclosed please find one original and one copy of Articles of Organization and Certificate of Resident Agent for the above proposed limited liability company.

Also find enclosed our check in the amount of \$125.00 to cover the filing fee costs. Please mail the papers to this office. Your assistance is greatly appreciated.

Very truly yours,


Jim D. Fischer

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ARTICLES OF ORGANIZATION
OF
EDGEWATER HISTORIC PROPERTIES, L.L.C.

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TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formulation, liability, rights and privileges and immunities of a Limited Liability Company.

ARTICLE I- NAME

The name of the organization shall be **EDGEWATER HISTORIC PROPERTIES, L.L.C.**

ARTICLE II- OFFICE

The street and mailing address of this organization shall be situated at **2201 RIVER BLVD, JACKSONVILLE, FLORIDA 32204** and said organization shall have the rights and privileges of business in such states of the United States and foreign countries whenever the Board of Directors may from time to time order and establish.

ARTICLE III- REGISTERED AGENT

The street and mailing address of this corporation's initial registered office will be **2201 RIVER BLVD, JACKSONVILLE, FLORIDA 32204** and the name of its initial registered agent will be **RICHARD GOODMAN** at such address.

ARTICLE IV- NATURE OF BUSINESS

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any and all lawful businesses which organizations may conduct under the provisions of the Florida Limited Liability Company laws.

ARTICLE V – MEMBERS

The initial members of this organization are as follows:

RICHARD GOODMAN

JOHN HURTUBISE

The undersigned member has executed these Articles of Organization this

17 day of June, 2004.


SIGNATURE OF AUTHORIZED MEMBER

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.407, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered, in the State of Florida.

1. The name of the organization is: **EDGEWATER HISTORIC PROPERTIES, L.L.C.**

2. The name of the registered agent, the street address and the mailing address are:

**RICHARD GOODMAN
2201 RIVER BLVD
JACKSONVILLE, FL 32204**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 608.407 FLORIDA STATUTES.

SIGNATURE: *Richard Goodman*
(REGISTERED AGENT)

DATE: 6-17-04

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