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UPCHURCH-BAILEY&UPCHURCH

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P. 001

Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Prosperity Land Holdings, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

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ARTICLES OF ORGANIZATION
OF
PROSPERITY LAND HOLDINGS, LLC

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I
Name

The name of the limited liability company (the "Company") is Prosperity Land Holdings, LLC.

ARTICLE II
Duration

The Company shall have perpetual existence.

ARTICLE III
Mailing and Street Address of Principal Office

The mailing and street address of the Company's principal office is 790 North Ponce de Leon Boulevard, St. Augustine, Florida 32084.

ARTICLE IV
Name and Address of Registered Agent

The name of the Company's initial registered agent is Katherine G. Jones. The street address of the registered agent is 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084.

ARTICLE V
Admission of New Members

The members shall have such rights to admit new members as provided in the Operating Agreement.

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ARTICLE VI
Continuity of Business

The members shall have such rights to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member as may be provided in the Operating Agreement.

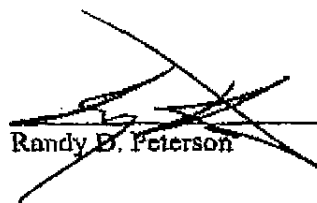
ARTICLE VII
Management

The Company shall be a manager managed company. The initial manager(s) shall be:

The Prosperity Banking Company

790 North Ponce de Leon Boulevard
St. Augustine, Florida 32084

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 on this 2nd day of July, 2004.




Randy D. Peterson

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STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 2nd day of July, 2004, by Randy D. Peterson, who (X) is personally known to me or () has produced Florida driver's license number _____ as identification.



Notary Public

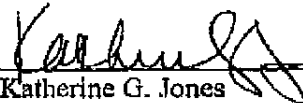


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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept my obligations as registered agent.

DATED this 04 day of July, 2004.


Katherine G. Jones

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