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UPCHURCH-BAILEY&UPCHURCH

TEL: 825-4862

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Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

South Dixie Investments, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

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ARTICLES OF ORGANIZATION
OF
SOUTH DIXIE INVESTMENTS, 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 South Dixie Investments, 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 60 South Dixie Highway, St. Augustine, Florida 32084.

ARTICLE IV

Name and Address of Registered Agent

The name of the Company's initial registered agent is Thomas E. Bennett, Jr. The street address of the registered agent is 60 South Dixie Highway, St. Augustine, Florida 32084.

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ARTICLE V**Admission of New Members**

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

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 managers shall be:

Thomas E. Bennett, Sr.

60 South Dixie Highway
St. Augustine, Florida 32084

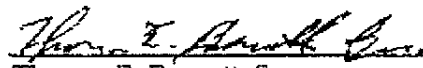
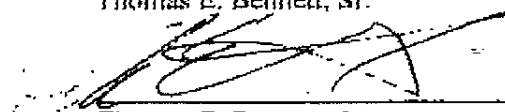
Thomas E. Bennett, Jr.

60 South Dixie Highway
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IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned have executed these Articles of Organization on this 25 day of June, 2004.


Thomas E. Bennett, Sr.
Thomas E. Bennett, Jr.

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STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 25 day of June, 2004, by Thomas E. Bennett, Sr., who (X) is personally known to me or () has produced Florida driver's license number _____ as identification.



John D. Bailey Jr
Notary Public

Name of Notary (typed/printed/stamped)
My Commission Number: _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 25 day of June, 2004, by Thomas E. Bennett, Jr., who (X) is personally known to me or () has produced Florida driver's license number _____ as identification.



John D. Bailey Jr
Notary Public

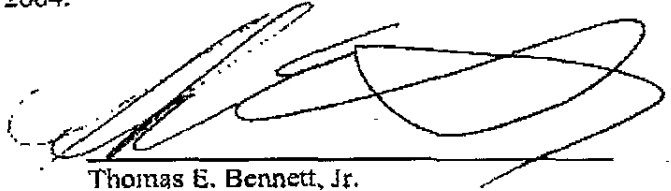
Name of Notary (typed/printed/stamped)
My Commission Number: _____
My Commission Expires: _____

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COUNTY, FLORIDA

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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 25 day of June, 2004.

Thomas E. Bennett, Jr.

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TALLAHASSEE, FLORIDA

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