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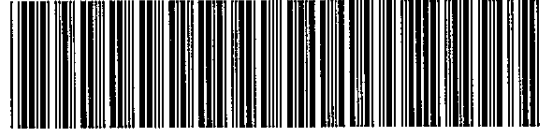
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CAPITAL CONNECTION, INC.

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Amelia Park Condos I, LLC

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- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ☒ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
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- ____ Annual Report / Reinstatement _____
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- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

Prepared by and return to:
Baron L. Bartlett, Esq.
Bartlett & Deal, P.A.
135 Professional Drive, Suite 101
Ponte Vedra Beach, FL 32082
(904) 285-5299

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ARTICLES OF ORGANIZATION

OF

AMELIA PARK CONDOS I, L.L.C.

Pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (1999), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I: NAME

The name of this limited liability company (the "Company") shall be AMELIA PARK CONDOS I, L.L.C.

ARTICLE II: ADDRESS

The mailing address and the street address of the principal office of this company shall be 4745 Sutton Park Court, Building 500, Suite 501, Jacksonville, FL 32224.

ARTICLE III: REGISTERED AGENT

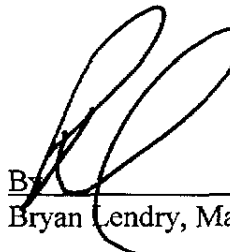
The initial registered office of this company shall be Bartlett & Deal, P.A., 135 Professional Drive, Suite 101, Ponte Vedra Beach, FL 32082, and its initial registered agent at such office shall be Blake F. Deal, III, Esq.

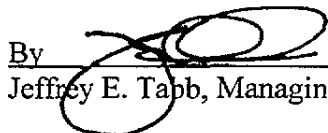
ARTICLE IV: MANAGEMENT OF THE COMPANY

This company will be a manager-managed company managed by two of its members in accordance with and subject to the requirements of the Act and the operating agreement of this company. The Managing Members are Bryan Lendry and Jeffrey E. Tabb.

IN WITNESS WHEREOF, the undersigned, being a Managing Member of this company, has executed these Articles of Organization on behalf of this company in accordance with §608.407(3) of the Act.

Dated: July 13, 2004.


By _____
Bryan Lendry, Managing Member


By _____
Jeffrey E. Tabb, Managing Member

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared Bryan Lendry, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 15 day of July, 2004.



NOTARY PUBLIC



OFFICIAL SEAL
Lynne Goffin
Notary Public - Florida
Commission No. CC 933653
My Commission Expires May 14, 2008

STATE OF FLORIDA
COUNTY OF ST. JOHNS

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for AMELIA PARK CONDOS I, LLC at the place designated in the Articles of Organization, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

BARTLETT & DEAL, P.A.

By: 
BLAKE F. DEAL, III