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LIMITED LIABILITY COMPANY

F3, LLC

Certificate of Status	0
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of

**ARTICLES OF ORGANIZATION
OF
F3, LLC**

**ARTICLE I
NAME**

The name of the Limited Liability Company is F3, LLC, (the "Limited Liability Company").

**ARTICLE II
EXISTENCE AND DURATION**

The existence of the Limited Liability Company shall commence on filing of these Articles of Organization and its existence shall be perpetual unless it is earlier dissolved as provided in its Operating Agreement or by operation of the Florida Limited Liability Company Act.

**ARTICLE III
BUSINESS AND MAILING ADDRESS**

The initial address and mailing address of the Limited Liability Company is 4346 Tradewind Dr., Jacksonville Beach, FL 32250.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Limited Liability Company in the state of Florida is John McE Miller. The registered office of the initial registered agent in the state of Florida is located at 333 First St. N. Suite 305, Jacksonville Beach, Florida 32250.

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JAN 10 2004
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

ARTICLE V
MANAGEMENT

The management of the Limited Liability Company is reserved to its members.
The name and address of the initial members of the Limited Liability Company is:
Trinity Realty Partners, LLC, 4346 Tradewinds Drive, Jacksonville Beach, FL 32250.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall have the right to admit additional members on the majority vote of the members.


ARTICLE VII
CONTINUATION OF LIMITED LIABILITY COMPANY

The remaining members of the Limited Liability Company shall have the right to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member on such terms and conditions as the members may agree.

ARTICLE VIII
OPERATING AGREEMENT

An Operating Agreement of the Limited Liability Company may from time to time, as may be necessary, be adopted, repealed, amended or altered, or a new Operating Agreement adopted, by the members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned member has made and subscribed to these Articles of Organization this _____, day of _____, 2004.


Organizing Member
Trinity Realty Partners, LLC

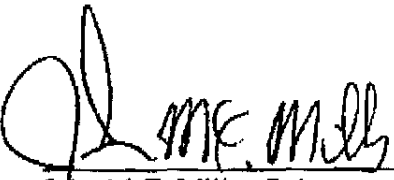
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERD AGENT OF F3, LLC**

Pursuant to § 608.415 of the Florida Limited Liability Company Act, the undersigned having been designated as the initial Registered Agent for the service of process within the state of Florida upon F3, LLC., a limited liability company organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named limited liability company, and does hereby agree to comply with the provisions of the Florida Limited Liability Company Act and the general laws of the state of Florida relative to keeping open the Registered Office, which Registered Office is located at 333 First St. N. Suite 305, Jacksonville Beach, Florida 32250.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 12th day of November, 2004.


John McE. Miller, P.A.
Registered Agent F3, LLC

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