

02/11/05 08:39 FAX 9043991113

GARTNER BROCK & SIMON

0001

Division of Corporations

FILED

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

2005 FEB 11 AM 11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000035742 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : GARTNER BROCK & SIMON
Account Number : I19990000204
Phone : (904) 399-0870
Fax Number : (904) 399-1113

LIMITED LIABILITY COMPANY

Cedar Point at Adams Branch, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

Electronic Filing Menu

Corporate Filing

Public Access Help

H05000035742 3

FILED

2005 FEB 11 A 11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
CEDAR POINT AT ADAMS BRANCH, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be CEDAR POINT AT ADAMS BRANCH, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 6900 Southpoint Drive North, Suite 250, Jacksonville, Florida 32216.

**ARTICLE III
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
DURATION**

The period of duration for the Limited Liability Company shall commence on February 8, 2005, and shall continue perpetually, unless terminated: (i) in accordance with the Company's Operating Agreement or (ii) by the unanimous written agreement of all Members.

**ARTICLE V
MANAGEMENT**

The Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Such Manager shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Manager is as follows:

Cedar Point at Adams Branch Manager, LLC
6900 Southpoint Drive North, Suite 250
Jacksonville, Florida 32216

H05000035742 3

H05000035742 3

FILED

Such Manager shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

2005 FEB 11 A 11:1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

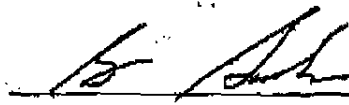
**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

**ARTICLE VII
REGISTERED AGENT AND OFFICE**

The Company designates 6900 Southpoint Drive North, Suite 250, Jacksonville, Florida 32216, as the street address of the initial registered office of the Company and names Gus Sankers, as the Company's initial registered agent at that address to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10 day of February, 2005.



Gus Sankers, as authorized representative

H05000035742 3

H05000035742 3

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida:

2005 FEB 11 A 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is: Cedar Point at Adams Branch, LLC
2. The name and address of the registered agent and office is:

Gus Sankers
6900 Southpoint Drive North
Suite 250
Jacksonville, Florida 32216

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


Gus SankersDate: FEB 10, 2005