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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : BRANT, ABRAHAM, REITER & MCCORMICK, P.A.
Account Number : I20040000043
Phone : (904) 358-2750
Fax Number : (904) 353-1166

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Overlook V, LLC

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J. BRYAN MAR - 1 2005

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**ARTICLES OF ORGANIZATION
OF
OVERLOOK V, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I.
NAME**

The name of the limited liability company shall be OVERLOOK V, LLC.

**ARTICLE II.
ADDRESS**

The mailing address and street address of the principal office of the Company is 50 A1A North, Suite 101, Ponte Vedra Beach, FL 32082.

**ARTICLE III.
DURATION**

The Company shall commence its existence upon the filing of these Articles by the Department of State. The Company's existence shall be perpetual unless the Company is sooner terminated as provided in the regulations of the Company.

**ARTICLE IV.
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is Brant, Abraham, Reiter, McCormick & Greene, P.A., 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

**ARTICLE V.
MANAGEMENT**

The Company shall be managed by its members pursuant to the terms and conditions of an Operating Agreement adopted by the Members. The Operating Agreement may set forth provisions related to the operation and management of the business and affairs of the Company not inconsistent with law.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes.

Executed by the undersigned on the 28 day of February, 2005.


Jan D. McCormick
Authorized Representative

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JANICE CORPORATION'S
JACKSONVILLE, FLORIDA

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

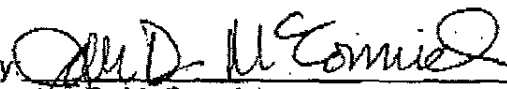
Under the provisions of F.S. 608.414 or 608.507, OVERLOOK V, LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is OVERLOOK V, LLC.
2. The name and street address of the registered agent in Florida is:

Brant, Abraham, Reiter, McCormick & Greene, P.A.
50 North Laura Street, Suite 2750
Jacksonville, Florida 32202

The undersigned, being the person named in the Articles of Organization of OVERLOOK V, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

BRANT, ABRAHAM, REITER, MCCORMICK &
GREENE, P.A.

By 
Jan D. McCormick
Title: Vice President

"Registered Agent"