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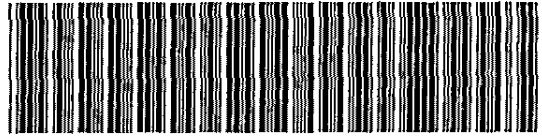
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just

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April 19, 2005

Department of State
Division of Corporations
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Tallahassee, Florida 32314

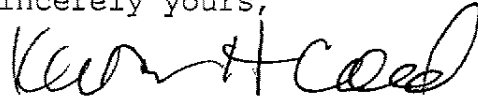
Re: Olde Amelia Estates, II, LLC

Ladies and Gentlemen:

Enclosed are an original and one copy of Articles of Organization of Olde Amelia Estates, II, LLC, together with our check for \$125.00 covering your filing fee (\$100) and registered agent fee (\$25). Please send an acknowledgment of this filing directly to me at your earliest convenience.

Thank you for your help in this matter.

Sincerely yours,



KATHLEEN HOLBROOK COLD

KHC/rh

Enclosure

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
OLDE AMELIA ESTATES, II, LLC

The undersigned, who intends to form and create a Limited Liability Company, as defined in Chapter 608 of the Florida Statutes, does hereby state and certify the following:

1. Name. The name of the Limited Liability Company shall be Olde Amelia Estates, II, LLC.

2. Duration of Company. The company shall have perpetual duration.

3. Principal Office. The mailing address and street address of the principal office of the Limited Liability Company is 1949 Lakeside Drive North, Fernandina Beach, Florida 32034.

4. Registered Agent and Office. The name and street address of the Limited Liability Company's initial registered agent are Ronald M. Booker, located at 1949 Lakeside Drive North, Fernandina Beach, Florida 32034.

5. Purpose of Company. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

6. Additional Members. The members may admit additional members on such terms and at such times as may be agreeable to the existing member and the additional members to be admitted.

7. Continuation of Business. The remaining members of the Limited Liability Company have the right to continue the business of the Limited Liability Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

8. Management.

(a) The Limited Liability Company shall be managed by two managers. The name and address of the persons who are to serve as managers until the first annual meeting of members or until their successors are elected and duly qualified are:

<u>Name</u>	<u>Address</u>
Ronald M. Booker	1949 Lakeside Drive North Fernandina Beach, Florida 32034
Sarah M. Booker	1949 Lakeside Drive North Fernandina Beach, Florida 32034

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(b) Management of the limited liability company shall be vested in the manager or managers who shall be elected annually by the members in the manner prescribed by and provided in the regulations of the limited liability company. The manager or managers may or may not be members. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the members and set out in the operating agreement of the limited liability company. All rights of members of this limited liability company shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

9. In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the liability company, the business of the limited liability company may be continued if all of the remaining members unanimously consent to such continuance of business.

10. The date of the existence of the limited liability company shall be the date of the filing of the Articles of Organization by the Department of State of the State of Florida.

11. The Articles of Organization of this limited liability company may be amended in any manner permitted by Chapter 608, Florida Statutes.

12. The power to adopt, alter, amend, or repeal the regulations of this limited liability company shall be vested in the manager or managers of the company. Regulations adopted by the manager or managers may be repealed or altered; new regulations may be adopted by the members; and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the Articles of Organization.

13. No debt shall be contracted nor liability incurred by or on behalf of this limited liability company except by one or more of its managers.

14. The interest of a member in the limited liability company may be transferred or assigned as provided in the operating agreement; however, if all of the other members of this limited liability company other than the member proposing to dispose of his or its interest do not approve of the proposed transfer or assignment by

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unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of this limited liability company or to become a member. Such transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

SIGNED AND DATED this 7 day of April, 2005.


RONALD M. BOOKER, Manager


SARAH M. BOOKER, Manager

ACCEPTANCE BY RESIDENT AGENT

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said limited liability company, Olde Amelia Estates, II, LLC.


RONALD M. BOOKER

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