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From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE  
Account Number : 074323003114  
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**LIMITED LIABILITY COMPANY**

Upscale Realty, LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION  
FOR  
UPSCALE REALTY, LLC

The undersigned, being a member or duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE 1. NAME

The name of the limited liability company is Upscale Realty, LLC (the "Company").

ARTICLE 2. ADDRESS

The street address and mailing address of the principal office of the Company is:

8823 San Jose Boulevard  
Suite 310  
Jacksonville, FL 32217

ARTICLE 3. COMMENCEMENT OF EXISTENCE

The Company's existence begins on the date and at the time when these Articles of Organization are filed with the Florida Secretary of State.

ARTICLE 4. CONTINUATION OF COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

Prepared by Christopher G. Connauder  
Florida Bar No. 0082228  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202  
904-353-2000

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ARTICLE 5. 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 6. REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent for service of process in the state is:

Intrastate Registered Agent Corporation  
701 Brickell Avenue, Suite 3000  
Miami, FL 33131

ARTICLE 7. MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

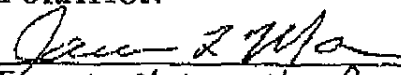
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this \_\_\_\_ day of July, 2005.

  
Edmund R. Saoud  
Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT  
CORPORATION

By:   
James L. Main, Vice President

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