

L05000077330

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Company F. S. M. I.

Address 130 SOUTH PARK BLVD STE 102

City SAINT AUGUSTINE State FL ZIP 32086-5122

Our Internal Billing Reference (Company/Department #)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 26, 2006

KAREN HASELTINE
F.S.M.I.
150 SOUTHPARK BLVD STE 102
SAINT AUGUSTINE, FL 32086-5122

SUBJECT: HASNOR L.L.C.
Ref. Number: L05000077330

We have received your document for HASNOR L.L.C., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$25.00.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 606A00005636

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HASNOR LLC**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of setting forth Articles of Organization of a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company is "HASNOR LLC" (the "Company").

ARTICLE II

FILING OF ARTICLES OF ORGANIZATION

The effective date of the Company shall be August 5, 2005.

ARTICLE III

PURPOSES AND POWERS

The nature of the business and of the purposes to be conducted and promoted by the Company, is to engage solely in the following activities:

1. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with certain parcels of real property, together with all improvements located thereon, located in St. Johns County, Florida (the "Property").
2. To exercise all powers enumerated in the Limited Liability Company Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes set forth above.

The Company shall not commingle its assets with those of any other entity.

ARTICLE IV

PRINCIPAL OFFICE

The mailing and street address of the principal office of the Company is 150 Southpark Blvd., Suite 102, St. Augustine, FL 32086.

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TALLAHASSEE, FLORIDA

ARTICLE V

REGISTERED OFFICE AND AGENT

The address of the registered office of the Company in the State of Florida as set forth in the Articles of Organization is 150 Southpark Blvd., Suite 102, St. Augustine, FL 32086. The name of the registered agent of the Company at such address is **KAREN L. HASELTINE**. These matters have not changed. The registered agent has in the Articles of Organization accepted the obligations of registered agent, which shall continue.

ARTICLE VI

CAPITAL CONTRIBUTIONS

The capital contributions of a member of the Company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. A promise by a member to contribute to the capital of the Company shall not be enforceable unless it is set out in writing and signed by the member. The obligation of a member of the Company to make a contribution may be compromised only by the written consent of all other members of the Company.

ARTICLE VII

Operating Agreement

The members of the Company may enter into an Operating Agreement not inconsistent with these Articles of Organization for the operation of the Company and define the rights and obligations of the members of the Company. The Operating Agreement may be adopted by all then existing members of the Company, and all subsequent members of the Company shall be bound by and subject to any Operating Agreement. The Operating Agreement to be effective shall be in writing and shall not be amended or modified except by a written instrument signed by all then existing members. If an Operating Agreement is not entered into among the members, these Articles of Organization and Chapter 608, Florida Statutes, shall govern the affairs of the Company and its members.

ARTICLE VIII

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and

conditions as shall be determined by all the members and set forth in the Operating Agreement of the Company. A member may transfer his, her or its interest in the Company as set forth in the Operating Agreement of the Company, or if there is no Operating Agreement as allowed by law, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX

MANAGEMENT

The Company shall be a manager managed company and managed by one or more managers. Any third party can rely on the authority of the Manager(s) to act on behalf of the Company without limitation unless such third party has actual knowledge to the contrary. The Operating Agreement may contain any provisions for the regulations and management of the affairs of the Company not inconsistent with law or these Articles of Organization, but such provisions shall not be binding on third parties unless they are provided a copy of such Operating Agreement, third parties being instead entitled to rely exclusively on these Articles of Organization. The name and address of the original Manager of the Company is:

Name

Address

Karen L. Haseltine

150 Southpark Blvd., Suite 102
St. Augustine, FL 32086

ARTICLE X

MEMBERS

The original Member was John E. Haseltine, who assigned his interest to the Haseltine Family Florida Trust, and who signs below to put such assignment of record with the documents of the Company. The sole member now is the Haseltine Family Florida Trust. Karen L. Haseltine signs below because the Company mistakenly showed her as a managing member when she was the manager only. The Operating Agreement of the Company shall be signed by all Members and be binding on all Members.

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ARTICLE XI

AMENDMENT

The Manager of the Company shall amend these Articles of Organization when there is a change in the name of the Company, there is a false or erroneous statement herein, there is a change in the time as stated in the Articles of Organization for the dissolution of the Company, or the Members desire to make a change in any other statement in these Articles of Organization in order for them to accurately represent the agreement between the Members. If the Articles of Organization are amended to accurately represent the agreement between Members, such amendment shall be adopted by a majority of the membership interest of the Members of the Company based upon each Member's pro rata share of profits and losses of the Company. The execution of an amendment to these Articles of Organization by the Members of the Company shall be conclusive evidence that the amendment has been properly authorized by the Members.

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Organization of HASNOR, LLC, for the foregoing uses and purposes as of the 30 day of August, 2005.

HASELTINE FAMILY FLORIDA TRUST

By: *Karen L. Haseltine*
Karen L. Haseltine, Trustee

STATE OF FLORIDA
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me this 30 day of August, 2005, by Karen L. Haseltine, Trustee of The Haseltine Family Florida Trust, on behalf of The Haseltine Family Florida Trust. She [] is personally known to me or [☒] has produced Driver's License as identification and did not take an oath.

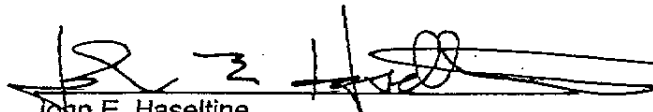
NOTARY PUBLIC:

Rosalie J. Laag
Name Rosalie J. Laag



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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Organization of HASNOR, LLC, for the foregoing uses and purposes as of the 30 day of August, 2005.

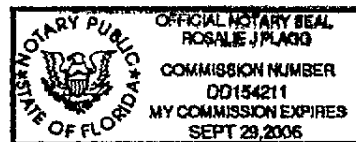

John E. Haseltine

STATE OF FLORIDA
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me this 30 day of August, 2005, by John E. Haseltine. He [] is personally known to me or [✓] has produced DRIVERS LICENSE as identification and did not take an oath.

NOTARY PUBLIC:


Name Rosalie J. Plagg



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