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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Heartwood Development, LLC

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**ARTICLES OF ORGANIZATION
OF
HEARTWOOD DEVELOPMENT, LLC**

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

Name

The name of the limited liability company (the "Company") is Heartwood Development, LLC.

ARTICLE II

Duration

The Company shall have perpetual existence.

ARTICLE III

Mailing and Street Address of Principal Office

The mailing and street address of the Company's principal office is 3545 Highway U.S. 1 South, St. Augustine, Florida 32086.

ARTICLE IV

Name and Address of Registered Agent

The name of the Company's initial registered agent is John D. Bailey, Jr. The street address of the registered agent is 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084.

ARTICLE V

Admission of New Members

The members shall have such rights to admit new members as provided in the Operating Agreement.

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ARTICLE VI
Continuity of Business

The members shall have such rights to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member as may be provided in the Operating Agreement.

ARTICLE VII

Management

The Company shall be a manager managed company. The initial manager(s) shall be:

W. Frank DiMare

3545 Highway U.S. 1 South
St. Augustine, Florida 32086

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization on this 22nd day of September, 2005.

W. Frank DiMare
W. Frank DiMare

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 29th day of September, 2005, by W. Frank DiMare, who (X) is personally known to me or () has produced Florida driver's license number _____ identification.



F. GAIL CAPALLIA
Notary Public, State of Florida
My comm. expires Aug. 31, 2007
Comm. No. DD 224185

F. Neil Capallia
Notary Public
F. Neil Capallia
Name of Notary Typed/Printed/Stamped
Commission No.: 222412-5
Commission Expires: 6/1/2007

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ACCEPTANCE OF REGISTERED AGENT

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

DATED this 21 day of September, 2005.

John D. Bailey, Jr.

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