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**EAKIN  
& SNEED**

ATTORNEYS AT LAW

599 ATLANTIC BOULEVARD, SUITE 4  
ATLANTIC BEACH, FL 32233

PAUL M. EAKIN, P.A.  
JEFFREY J. SNEED\*  
TERESA H. ELLIS

\*BOARD CERTIFIED  
CIVIL TRIAL LAWYER

TELEPHONE: 904-247-6565  
TELECOPY: 904-247-6535

November 29, 2005

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Articles of Organization for  
305 N. ROSCOE, L.L.C.

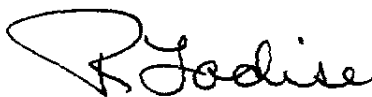
Dear Sir:

Enclosed are an original and one copy of the Articles of Organization for 305 N. ROSCOE, L.L.C., together with my check in the amount of \$168.75 in payment of the following fees:

Filing Fee	\$ 125.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
TOTAL	\$ 168.75

Please return a certified copy of the Articles of Organization to this office.

Sincerely yours,



Rita Lodise  
Legal Assistant to  
Paul M. Eakin  
Enclosures

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TALLAHASSEE, FL 32314

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**ARTICLES OF ORGANIZATION**

**OF**

**305 N. ROSCOE, L.L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**Name and Principal Address**

The name of the limited liability company shall be: **305 N. ROSCOE, L.L.C.**, and its principal office shall be located at 2683 St. Johns Bluff Road So., Suite 155, Jacksonville, Duval County, Florida, 32246, but it shall have the power and authority to establish branch offices at any other place or places, as the members may designate. The mailing address shall be the same as the principal address.

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**ARTICLE II**  
**Purposes and Powers**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, in which the limited liability company is authorized to transact, shall be as follows: To engage in any activity or business authorized under the Florida statutes.

**ARTICLE III**  
**Exercise of Powers**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time and the regulations of the limited liability company by an unanimous vote of the members of the limited liability company.

**ARTICLE IV**  
**Management**

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until the first annual meeting of members, or until their

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successors are elected and qualified, is as follows:

Safa Mansouri  
2683 St. Johns Bluff Road So., Suite 155  
Jacksonville, FL 32246

**ARTICLE V**  
**Membership Restrictions**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all member.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI**  
**Capital Contributions**

Contributions to capital by a member may consist of cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services.

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Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII**  
**Profits and Losses**

(a) Profit Sharing: The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) Losses: All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company, and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE VIII**  
**Duration**

This limited liability company shall have perpetual existence, until dissolved in the manner provided by law, or as

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provided in the regulations adopted by the members.

**ARTICLE IX**  
**Initial Registered Office and Agent**

The address of the initial registered office of the limited liability company is: 559 Atlantic Boulevard, Suite 4, Atlantic Beach, Florida 32233, County of Duval, State of Florida, and the name of the initial registered agent of this limited liability company at that address is Paul M. Eakin.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of 305 N. ROSCOE, L.L.C.

**EXECUTED** by the undersigned at 599 Atlantic Boulevard, Suite 4, Atlantic Beach, Florida 32233, this 29<sup>th</sup> day of November, 2005.

  
SARA MANSOURI

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

**STATE OF FLORIDA  
COUNTY OF DUVAL**

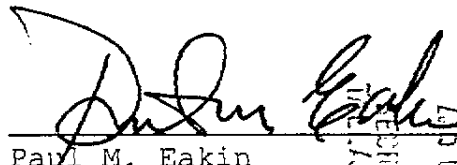
Pursuant to the provisions of Sections 608.415 and 608.407(a)(d), Florida Statutes, the limited liability company identified below submits the following statement designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is: 305 N. ROSCOE, L.L.C.

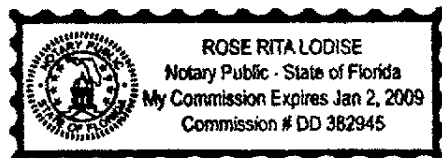
The name of the registered agent for 305 N. ROSCOE, L.L.C. is Paul M. Eakin, and the street address of the company's principal office where the agent is located is: 599 Atlantic Boulevard, Suite 4, Atlantic Beach, Florida 32233.

This statement is to acknowledge that, as indicated above, 305 N. ROSCOE, L.L.C. has appointed me, Paul M. Eakin, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**DATED** this 29 day of November, 2005.

  
Paul M. Eakin

The foregoing instrument was acknowledged before me by PAUL M. EAKIN, agent on behalf of 305 N. ROSCOE, L.L.C., who is personally known to me and/or who has produced \_\_\_\_\_ as identification and who did/did not take an oath, this 29 day of November, 2005.



  
Notary Public  
My Commission Expires: