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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Atlantic Pasco, LLC

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ATLANTIC PASCO, LLC

ARTICLES OF ORGANIZATION

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is ATLANTIC PASCO, LLC (the "Company").

ARTICLE II. ADDRESSES

The mailing address and the street address of the principal office of the Company are the following: 2008 Riverside Avenue, Suite 300, Jacksonville, Florida 32204.

ARTICLE III. DURATION AND CONTINUATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The Company designates 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202-4308, as the street address of the initial registered office of the Company and names Howard L. Dale as the Company's initial registered agent at that address to accept service of process within this state.

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ARTICLE V. MANAGEMENT

The business operations of the Company shall be conducted, carried on, and managed by one (1) Managing Member, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. The name and address of the initial Managing Member are as follows:

Atlantic Coast Developers, LLC  
2008 Riverside Avenue, Suite 300  
Jacksonville, Florida 32204

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Each Managing Member shall serve in such capacity until the first annual meeting of the Members or until such Managing Member's successor is duly elected and qualified.

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VII. MEMBERS' RIGHTS TO CONTINUE BUSINESS

The Members shall have the right to continue the business of the Company 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 Company in the manner set forth in the Operating Agreement of the Company.

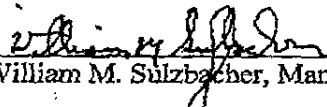
ARTICLE VIII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization effective this 10<sup>th</sup> day of February, 2006.

ATLANTIC COAST DEVELOPERS, LLC,  
a Florida limited liability company, Member

By: May Street Developers, LLC, a Florida  
limited liability company, Managing  
Member

By:   
William M. Sulzbacher, Manager

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ATLANTIC PASCO, LLC

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, ATLANTIC PASCO, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the State of Florida.

- 1. The name of the Company is: ATLANTIC PASCO, LLC.
- 2. The name of the registered agent and the address of the registered office of the Company are:

NAME: Howard L. Dale

ADDRESS: 200 West Forsyth Street, Suite 1100  
Jacksonville, Florida 32202-4308

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.*

By: Howard L. Dale  
Howard L. Dale, Registered Agent

Dated: Feb 10, 2006