

APR. 7. 2006

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Amelia Pointe, LLC

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**ARTICLES OF ORGANIZATION OF
AMELIA POINTE, LLC**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State, the following are the Articles of Organization for Amelia Pointe, LLC (the "Company"):

1. Name. The name of the Company is Amelia Pointe, LLC.
2. Mailing Address and Principal Place of Business. The Company's mailing address and principal office shall be located at 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.
3. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company is:

F & L Corp.
One Independent Drive, Suite 1300
Jacksonville, Florida 32202-3520.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 7th day of April, 2006.



John P. Sefton
Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, a corporation resident in the State , having been named in Section 3 of Articles of Organization of Amelia Pointe, LLC (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.

EXECUTED this 7th day of April, 2006.

F & L CORP.

By: Charles V. Hedrick
Charles V. Hedrick
Authorized Signatory

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