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LINDELL FARSON & PINCKET, P.A. - 18532050383

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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

St. Johns Sports Complex, LLC

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9/8/2006 8:49 PAGE 001/001 Florida Dept of State



September 6, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LINDELL FARSON & PINCKET, P.A.

SUBJECT: ST. JOHNS SPORTS COMPLEX, LLC
REF: W06000039079

*corrected
see attached*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The designation of the registered office and the registered agent, both the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION
OF
ST. JOHNS SPORTS COMPLEX, LLC

Pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (as amended from time to time, the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I
NAME

The name of this limited liability company (the "Company") shall be St. Johns Sports Complex, LLC.

ARTICLE II
DURATION

Unless earlier terminated pursuant to the Act or the Operating Agreement of the Company, the period of duration of the Company shall be perpetual.

ARTICLE III
ADDRESS

The mailing address and the street address of the principal office of the Company shall be John Campbell, Jr., 1633 Racetrack Rd. Suite 205, St Johns, Florida, 32259.

ARTICLE IV
REGISTERED AGENT

The name and street address of the initial registered agent of the Company is John Campbell, Jr., at 1633 Racetrack Rd. Suite 205, St Johns, Florida 32259.

ARTICLE V
MEMBERS

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement of the Company.

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ARTICLE VI CONTINUATION OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

ARTICLE VII MANAGEMENT OF THE COMPANY

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold.

The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Name:


Position:

John Campbell, Jr.
Joseph Musa

President/Secretary/Treasurer
Vice President

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a member of this Company, has executed these Articles of Organization on behalf of the Company in accordance with §608.407 of the Act.

Dated August 31, 2006.


John Campbell, Jr., a Member

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (as amended from time to time, the "Act"), the following is submitted:

St. Johns Sports Complex, LLC desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates John Campbell, Jr., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1633 Racetrack Rd Suite 205, St Johns, Florida 32259.

Dated: August 31, 2006.

St. Johns Sports Complex, LLC

By: 

John Campbell, Jr., a Member

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TALLAHASSEE, FLORIDA

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

DATED this 31 day of August, 2006.


John Campbell, Jr.

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