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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 559919 134074A

AUTHORIZATION :

COST LIMIT : \$155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 27, 2006

ORDER TIME : 12:54 PM

ORDER NO. : 559919-005

CUSTOMER NO: 134074A

DOMESTIC FILING

NAME: ST. JOHN'S RIVER CLUB UTILITY
COMPANY, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris - EXT. 2937

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

OF

ST. JOHN'S RIVER CLUB UTILITY COMPANY, LLC

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TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is **ST. JOHN'S RIVER CLUB UTILITY COMPANY, LLC** (hereinafter the "**Company**")

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

100 Bayou Drive
Satsuma, Florida 32189

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual

ARTICLE IV - Purpose

The Company's business and purpose shall be to engage in such lawful activities permitted to limited liability companies by the Florida Limited Liability Company Act of the State of Florida (the "**Act**").

ARTICLE V - Management

The Limited Liability Company is to be managed by the Managing Member and the name and address of the Managing Member is as follows:

SJRC, LLC,
a Florida limited liability company
215 West Church Road, Suite 105
King of Prussia, PA 19406

ARTICLE VI - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions

of the admissions shall be governed by the operating agreement adopted by all members.

ARTICLE VII - Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be governed by the operating agreement adopted by all members.

ARTICLE VIII - Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, (hereinafter the "Act") no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE IX - Indemnification

The Company shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a managing member of the Company or is or was serving at the request of the Company as a member, director or officer of another corporation or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the members of the Company shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a managing member of the Company, or any person who is or was serving at the request of the Company as a director or officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X - Regulations

Any Operating Agreement (as defined in Section § 608.402(13) of the Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.

SJRC, LLC, a Florida limited liability company

By: _____

Rachel A. Wachs, Managing Member

Signature of a member or authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

ST. JOHN'S RIVER CLUB UTILITY COMPANY, LLC

2. The name and address of the registered agent and office is:

SLPA, INC.
201 N.E. FIRST AVENUE
DELRAY BEACH, FLORIDA 33444
Telephone 561-330-0660
Facsimile 561-330-0610

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, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent.

SLPA, INC., a Florida corporation

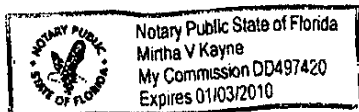
By: 
Brian Louis Lipshy, President

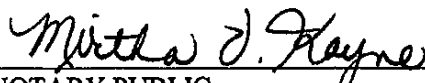
October 27, 2006
Date

STATE OF FLORIDA }
 } ss
COUNTY OF PALM BEACH }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Brian Louis Lipshy, as President of SLPA, Inc., a Florida corporation, on behalf of the corporation (x) who is personally known to me () or who did furnish a Florida Driver's License for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of October, 2006.




NOTARY PUBLIC