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FLORIDA/FOREIGN LIMITED LIABILITY CO.

741 AIA Beach Blvd., LLC

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ARTICLES OF ORGANIZATION
FOR
741 A1A BEACH BLVD, LLC

THE UNDERSIGNED MEMBER hereby adopts the following Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

Company Name and Principal Office

1.1 The name of the limited liability company shall be 741 A1A Beach Blvd., LLC (referred to herein as the "Company"), and the mailing and street address of the Company's principal office shall be located at 741 A1A Beach Boulevard, St. Augustine, Florida 32080. However, the members shall have the power and authority to establish branch offices at any other place or places as they may so designate.

ARTICLE II

Management

2.1 This Company shall be managed by two (2) Managers initially. However, the number of managers may be increased or diminished from time to time by unanimous vote of the members.

2.2 The designated Manager(s) shall have full authority to transact all business on the Company's behalf including, without limitation, the following specific duties and authority:

(a) **Negotiate and Agree to Contracts.** The Manager(s) shall have full authority to negotiate and agree to any terms necessary to purchase, acquire, lease, encumber, mortgage, sell or convey specifically designated Company property, or any possession, interest, or right therein, including personal property located thereon, upon such terms as the Manager(s) shall think proper; and

(b) **Execute Documents Necessary to Exercise Authority.** The Manager(s) shall have full authority to make, endorse, accept, receive, sign, seal, execute, acknowledge and deliver any and all contracts, deeds, assignments, agreements, mortgages, security agreements, pledge agreements, certificates, hypothecations, affidavits, checks, notes, closing documents, bonds, vouchers, receipts and/or such other instruments in writing, of whatsoever kind and nature as may be necessary or proper with reference to the purchase, acquisition, lease, encumbrance, mortgage, sale or conveyance of Company property; and

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(c) Accept and Direct Proceeds. The Manager(s) shall have full authority to accept or direct distribution of the any and all proceeds from such sale, lease, mortgage or conveyance of the designated Company property.

2.3 The name and address of the initial managers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James F. Hays	413 Ocean Grove Circle St. Augustine, Florida 32080
Jennifer Rowe	492 Ocean Forest Drive St. Augustine, Florida 32080

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ARTICLE III

Registered Agent and Office

3.1 The name of the Company's initial registered agent is James F. Hays, and the street and mailing address of the Company's initial registered office in Florida is 741 A1A Beach Boulevard, St. Augustine, Florida 32080.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on this 19th day of December, 2006.

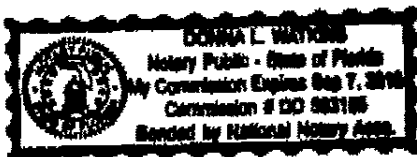
James F. Hays
JAMES F. HAYS

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STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 19th day of December, 2006, by JAMES F. HAYS, who did not take an oath and who (notary must check applicable box):

☒ are personally known to me.
☐ produced current driver's license(s) as identification.
☐ produced _____ as identification.



Donna L. Watkins
Notary Public

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for 741

A1A Beach Blvd., LLC.

James F. Hays
JAMES F. HAYS

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