

**Electronic Articles of Organization
For
Florida Limited Liability Company**

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Sec. Of State
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Article I

The name of the Limited Liability Company is:

PRIME PROPERTIES II, LLC

Article II

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

1325 HENDRICKS AVE.
JACKSONVILLE, FL. 32207

The mailing address of the Limited Liability Company is:

1325 HENDRICKS AVE.
JACKSONVILLE, FL. 32207

Article III

The purpose for which this Limited Liability Company is organized is:

TO HOLD AND MANAGE ASSETS ACQUIRED BY CENTERBANK OF JACKSONVILLE, N.A., INCLUDING INVESTMENT ASSETS AND PROPERTY ACQUIRED BY CENTERBANK OF JACKSONVILLE, N.A. THROUGH FORECLOSURE OR OTHERWISE IN GOOD FAITH TO COMPROMISE A DOUBTFUL CLAIM, OR

Article IV

The name and Florida street address of the registered agent is:

ALBERT T FRANSON ESQ
707 PENINSULAR PLACE
JACKSONVILLE, FL. 32204

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.

Registered Agent Signature: ALBERT T. FRANSON, ESQ.

Signature of member or an authorized representative of a member

Signature: J. KEITH M. SANDS