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FLORIDA/FOREIGN LIMITED LIABILITY CO.

G C FIRST COAST DEVELOPMENT, LLC

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Fax Audit No.: H07000209813

**ARTICLES OF ORGANIZATION
OF
G C FIRST COAST DEVELOPMENT, 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 G C FIRST COAST DEVELOPMENT, LLC (the "Company"):

1. Name. The name of the Company is G C First Coast Development, LLC.
2. Mailing Address and Principal Place of Business. The Company's mailing address and principal office shall be located at 1765 Beach Avenue, Atlantic Beach, Florida 32233-5838.
3. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company are:
F & L Corp.
One Independent Drive, Suite 1300
Jacksonville, Florida 32202-5017
4. Names and addresses of the Managing Member and officers. The names and addresses of the Managing Member and the officers for the Company are:

Managing Member:	Payne Holdings, Inc. 1765 Beach Avenue Atlantic Beach, Florida 32233-5838
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President, Secretary and Treasurer:	Seth Payne 1765 Beach Avenue Atlantic Beach, Florida 32233-5838
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Chief Operating Officer ("COO")	Peter Battisti 915 High Street Victor, New York 14564
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5. Duration. This limited liability company shall exist perpetually. Existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, existence shall commence upon filing by the Department of State

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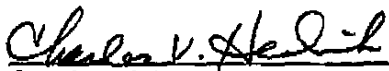
IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 21st day of August, 2007.


Gardner F. Davis
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

The undersigned, a corporation resident in the State, having been named in Section 3 of Articles of Organization of G C First Coast Development, 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.

F & L CORP.

By: 
Charles V. Hedrick
Authorized Signatory

EXECUTED this 21st day of August, 2007.

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