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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**COMMERCE, LLC**

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COMMERCE, LLC

ARTICLES OF ORGANIZATION

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is COMMERCE, LLC (the "Company").

**ARTICLE II. ADDRESSES**

The mailing address and the street address of the principal office of the Company are the following: 2008 Riverside Avenue, Suite 300, Jacksonville, Florida 32204

**ARTICLE III. DURATION AND CONTINUATION**

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written agreement of all Members.

**ARTICLE IV. REGISTERED AGENT AND OFFICE**

The Company designates 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202-4308, as the street address of the initial registered office of the Company and names Howard L. Dale as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE V. MANAGEMENT**

The business operations of the Company shall be conducted, carried on, and managed by one (1) Managing Member, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. The name and address of the initial Manager are as follows:

Atlantic Coast Developers, LLC  
2008 Riverside Avenue, Suite 300  
Jacksonville, Florida 32204

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Each Managing Member shall serve in such capacity until resignation, expiration or termination in accordance with the terms of the Operating Agreement, and until its successor is duly elected and qualified.

#### ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

#### ARTICLE VII. MEMBERS' RIGHTS TO CONTINUE BUSINESS

The Members shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company in the manner set forth in the Operating Agreement of the Company.

#### ARTICLE VIII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization effective this 19 day of September, 2007.

ATLANTIC COAST DEVELOPERS, LLC,  
a Florida limited liability company, Member

By: May Street Developers, LLC, a Florida  
limited liability company, Managing  
Member

By: William M. Sulzbacher  
William M. Sulzbacher, Manager

Date: September 19, 2007

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of COMMERCE, LLC, as the registered agent of this limited liability company, hereby consents to the appointment as registered agent of the Company and hereby states that the undersigned is familiar with, and accepts, the obligations of the position of registered agent as provided for in Chapter 608, Florida Statutes.

DALE, BALD, SHOWALTER,  
MERCIER & GREEN, P.A.

By Howard L. Dale  
Howard L. Dale, Its President

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