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FLORIDA LIMITED LIABILITY CO.
Old Florida Museum, LLC

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To: Division of Corporations	From: Donna Ciancutti
Fax: 850-617-6383	Pages: 5
Phone:	Date: June 14, 2010
Re: Old Florida Museum, LLC	CC:

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**ARTICLES OF ORGANIZATION
OF
OLD FLORIDA MUSEUM, LLC**

Pursuant to section 608.407 of the Florida Limited Liability Company Act, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is Old Florida Museum, LLC.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in § 608.402 (24) of the Act) of the Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing and street address of the principal office of the Company shall be 259 D San Marco Avenue, St. Augustine, FL 32084.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The initial registered office of the Company shall be 25 Sylvan Drive, St. Augustine, FL 32084, and its initial registered agent at such office shall be Charles F. Ponce, Jr.

**ARTICLE V
MANAGEMENT OF THE COMPANY**

The Company will be managed by one or more managers in accordance with and subject to the requirements of the Act and Operating Agreement of the Company. The name and street address of the initial Managers of this Company are:

<u>Name</u>	<u>Address</u>
Charles F. Ponce, Jr.	25 Sylvan Drive St. Augustine, Florida 32084
William Pitzalis	396 High Tide Drive St. Augustine, Florida 32080

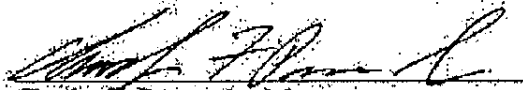
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IN WITNESS WHEREOF, the undersigned Manager of the Company has executed these Articles of Organization on behalf of the Company in accordance with § 608.407 of the Act:

Dated this 11th day of June, 2010.


Charles F. Ponce, Jr., Manager

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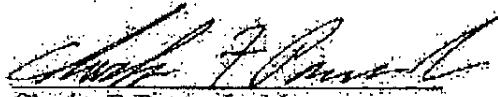
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**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

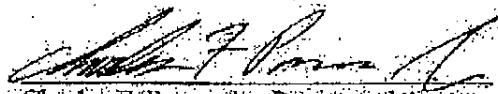
Old Florida Museum, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Charles F. Ponce, Jr. as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 25 Sylvan Drive, St. Augustine, Florida 32084.

Dated this 11th day of June, 2010.


Charles F. Ponce, Jr., Manager

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

Dated this 11th day of June, 2010.


Charles F. Ponce, Jr., Registered Agent

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