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FLORIDA LIMITED LIABILITY CO.
Virgin Properties of Ponte Vedra, LLC

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OCT 13 2010

EXAMINER

ARTICLES OF ORGANIZATION
OF
VIRGIN PROPERTIES OF PONTE VEDRA, LLC

Pursuant to the Florida Limited Liability Company Act, Chapter 608, 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 this limited liability company (the "Company") shall be VIRGIN PROPERTIES OF PONTE VEDRA, LLC.

ARTICLE II
ADDRESS

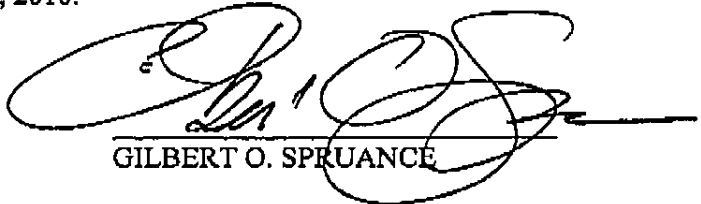
The mailing address and street address of the principal office of the Company shall be 320 Sea Moss Lane, Ponte Vedra Beach, Florida 32082.

ARTICLE III
REGISTERED AGENT

The address of the registered office of the Company shall be 320 Sea Moss Lane, Ponte Vedra Beach, Florida 32082, and its initial registered agent at such office shall be Gilbert O. Spruance.

The undersigned, a member of the Company, has executed these Articles of Organization on behalf of the Company in accordance with § 608.407 of the Act.

Dated this 7th day of October, 2010.



GILBERT O. SPRUANCE

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

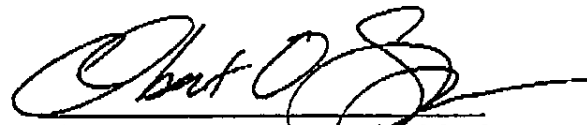
In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

VIRGIN PROPERTIES OF PONTE VEDRA, 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 GILBERT O. SPRUANCE, as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 320 Sea Moss Lane, Ponte Vedra Beach, Florida 32082.

Dated this 7th day of ^{October}~~September~~, 2010.

VIRGIN PROPERTIES OF PONTE VEDRA, LLC

By:


Gilbert O. Spruance, Managing Member

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.


GILBERT O. SPRUANCE