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FLORIDA DIVISION OF CORPORATIONS

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FROM: HOLLAND & KNIGHT OF JACKSONVILLE

ACCT#: 074323003114

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NAME: UNIVERSITY PLACE, L.C.

AUDIT NUMBER.....H98000006106

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**ARTICLES OF ORGANIZATION FOR
UNIVERSITY PLACE, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

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

ARTICLE I. NAME

The name of the Limited Liability Company is: UNIVERSITY PLACE, L.C.

ARTICLE II. ADDRESS

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

50 N. Laura Street, Suite 3900
Jacksonville, Florida 32202

**ARTICLE III. DURATION AND
MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The period of duration for the Limited Liability Company shall commence on March 30, 1998, and shall continue perpetually, unless terminated (i) in accordance with the Limited Liability Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Limited Liability Company may be continued with the consent of a majority of the remaining Members of the Limited Liability Company, or by amendment of these Articles of Organization providing for the continued existence of the Limited Liability Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Limited Liability Company in the manner prescribed by and provided in the Regulations of the Limited Liability

Prepared by J. Ballinger, Legal Assistant
Holland & Knight LLP (904)354-4141
One Independent Drive #2000
Jacksonville, FL 32202

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Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Limited Liability Company. The names and addresses of the initial Managers are as follows:

Edmond Saoud

P.O. Box 47276
2253 Miller Oaks Drive, North
Jacksonville, Florida 32247

Donald W. Wallis

50 North Laura Street
Suite 3900
Jacksonville, Florida 32202

Such Managers shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

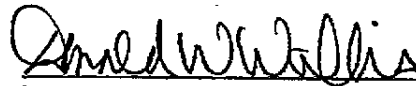
ARTICLE VI. ADDITIONAL MEMBERS

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

ARTICLE VII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Limited Liability Company shall be vested in the Members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 30th day of March, 1998.



Donald W. Wallis

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SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF UNIVERSITY PLACE, L.C.**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, University Place, L.C., a Florida limited liability company, hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Limited Liability Company is: University Place, L.C.
2. The name of the registered agent and the address of the registered office are:

NAME: Intrastate Registered Agent Corporation

ADDRESS: 701 Brickell Avenue, Suite 3000
Miami, Florida 33131-3209

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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.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: Donald W. Wallis
Donald W. Wallis, Vice President

Dated: March 30, 1998

JAX1-294157

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of University Place, L.C.,
deposes and says:

- 1) The above-named limited liability company has at least two members;
- 2) The total amount of cash contributed by the members is \$100.00;
- 3) No property other than cash has been contributed by the members;
- 4) The total amount of cash or property anticipated to be contributed by members, including the amounts indicated in paragraphs 2 and 3 above, is \$100.00.

Further affiant saith not.


Donald W. Wallis

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