

L98000003160

CRAWFORD, OWEN & HINES, P. A.

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December 8, 1998

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/10/98-01028-010
***407.50 ***407.50

RE: Articles of Organization of F and Oak LLC

Gentlemen:

Enclosed herewith please find the original Articles of Organization of F and Oak LLC along with our check in the amount of \$407.50 for the following:

1. Filing Fee for Articles of Organization
2. Designation of Registered Agent
3. Two (2) certified copies of the Articles of Organization
4. Two (2) Good Standing Certificates

Please forward these documents to our office as soon as possible. Should you have any questions, please feel free to contact me.

Sincerely,

Bradford Hines
J. Bradford Hines

Document Examiner	JBH:ms	DCC
Updater		
Updater Verifier		
Acknowledgement		DCC
W. P. Verifier		DCC

EFFECTIVE DATE
12/8/98
98 DEC 10 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
GA 7

FILED

L98000003160 Mr. Hines

AUTHORIZATION BY PHONE TO

to add mailing address

DATE *12/14/98*

DOC. EXAM *dee*

4980000027860

ARTICLES OF ORGANIZATION

OF

F AND OAK LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby file these Articles of Organization as an authorized representative of a member of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

ARTICLE I
NAME

The name of the limited liability company to be formed hereunder is F AND OAK LLC.

ARTICLE II
DATE OF EXISTENCE AND PERIOD OF DURATION

This limited liability company shall begin existence effective the 8th day of December, 1998, or as soon thereafter as these Articles of Organization are filed with the Florida Secretary of State and shall continue in perpetuity, unless sooner terminated in accordance with the Operating Agreement and any Regulations adopted by the members (collectively the "Operating Agreement").

ARTICLE III
PURPOSES AND LIMITATIONS

The purpose of this limited liability company is limited solely to (i) engaging in owning, holding, selling, leasing, transferring, exchanging, operating and managing property located at the Northwest corner of F Street and Oak Avenue in Oakdale, California (the "Project"), (ii) entering into the first lien financing for the Project and (iii) transacting any and all lawful business for which a limited liability company may be organized under the laws of the State of Florida that are incident, necessary and appropriate to accomplish the foregoing.

ARTICLE IV
POWERS

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

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TALLAHASSEE
FLORIDA

ARTICLE V
ADDRESS AND PLACE OF BUSINESS

The address in Florida for the limited liability company is 2152 14th Circle North, St. Petersburg, FL 33712. The mailing address is the same.

ARTICLE VI
MANAGEMENT

The limited liability company shall be managed by a Board of Managers. The names and current addresses of the initial Board of Managers are as follows:

Fred C. Tucker Aguirre
131 Roswell Street, Suite B-1
Alpharetta, GA 30001

Larry Sertich
131 Roswell Street, Suite B-1
Alpharetta, GA 30001

Clark H. Scherer, III
2152 14th Circle North
St. Petersburg, FL 33713

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Admission of additional members is permitted by consent of all existing members. The terms and conditions of admission shall be as agreed by all members.

ARTICLE VIII
CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business of the limited liability company as set forth in the Operating Agreement.

ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 9800 Fourth Street North, Suite 403, St. Petersburg, FL 33712, and the name of its initial registered agent is J. Bradford Hines.

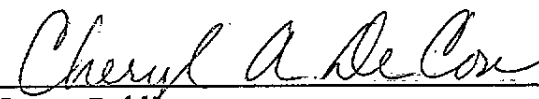
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 8th day of December, 1998.



J. BRADFORD HINES
Authorized Representative

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8th day of December, 1998 by J. Bradford Hines, as the authorized representative of F and Oak LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.



Notary Public

CHERYL A. DeCOU
Notary Public - State of Florida
My Commission Expires
August 9, 2002
CC765829

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of F and Oak LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Signed this 8th day of December, 1998.

J. Bradford Hines
J. Bradford Hines
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8th day of December, 1998 by J. Bradford Hines, as Registered Agent for F and Oak LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

Cheryl A DeCou
Notary Public

CHERYL A. DeCOU
Notary Public - State of Florida
My Commission Expires
August 9, 2002
CC765829

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, as the authorized representative of a member of F and Oak, LLC (the "Company"), deposes and says:

1. The Company has at least two members, and the amount of cash initially contributed to the Company's capital by the members is \$100.00.
2. The agreed value of property other than cash contributed by members is zero.
3. The additional amount of cash or property anticipated to be contributed by the members is not expected to exceed zero.
4. The total amount of cash, other property and anticipated additional contributions is \$100.
5. In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under penalties of perjury that, to the best of the undersigned's knowledge, the facts stated herein are true.

Signed this 8th day of December, 1998.

J. Bradford Hines

J. Bradford Hines
Authorized Representative

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8th day of December, 1998 by J. Bradford Hines, as the authorized representative of J. Bradford Hines, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

Cheryl A. DeCou
Notary Public

CHERYL A. DeCOU
Notary Public - State of Florida
My Commission Expires
August 9, 2002
CC765829