

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

127 South 1st Avenue, L.C.

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ARTICLES OF ORGANIZATION
OF
127 SOUTH 1ST AVENUE, L.C.

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes (1995), 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 127 South 1st Avenue, L.C.

ARTICLE II
DURATION

Unless earlier terminated pursuant to the Act or the regulations (as defined in §608.402(13) of the Act) of this Company, the period of its duration shall be perpetual.

ARTICLE III
ADDRESS

The mailing address and the street address of the principal office of this Company shall be 2111 Sawgrass Village Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE IV
REGISTERED AGENT

The initial registered office of this Company shall be 2111 Sawgrass Village Drive, Ponte Vedra Beach, Florida 32082, and its initial registered agent at such office shall be Timothy J. Benner.

Prepared by Peter O. Larsen, Esq.
Milam Otero Larsen Dawson & Traylor, P.A.
50 North Laura Street, Suite 2750
Jacksonville, FL 32202
(904) 798-3700
Florida Bar Number 0849146

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ARTICLE V ADDITIONAL MEMBERS

Pursuant to §608.407(1)(e), Florida Statutes, additional members may be admitted upon the approval by the then current members owning more than one hundred percent (100%) of the membership interests.

ARTICLE VI CONTINUATION OF BUSINESS

Pursuant to §608.407(1)(f), Florida Statutes, the remaining members of this Company shall have the right to continue the Company's business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member in this Company.

ARTICLE VII MANAGEMENT OF THE COMPANY

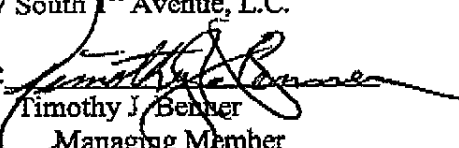
This Company will be managed by one of its members in accordance with and subject to the requirements of the Act and the regulations of this Company. The name and address of the initial Managing member (as defined in §608.402(9) of the Act), who shall serve as Managing member until the first annual meeting of the members or until its successor is elected and qualifies, is as follows:

Timothy J. Benner
2111 Sawgrass Village Drive
Ponte Vedra Beach, Florida 32082

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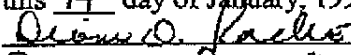
IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act.

127 South 1st Avenue, L.C.

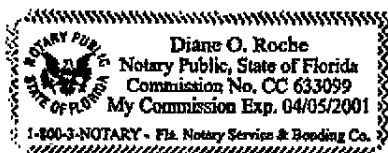
By: 
Timothy J. Benner
Its: Managing Member

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me
this 14 day of January, 1999.


DIANE O. ROCHE [typed name]
Notary Public, State of Florida
My Commission Expires:

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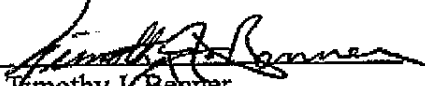
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following is submitted:

127 South 1st Avenue, L.C., desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Timothy J. Benner, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 2111 Sawgrass Village Drive, Ponte Vedra Beach, Florida 32082.

DATED this 14th day of January, 1999.

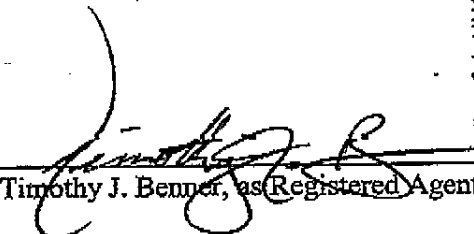
127 South 1st Avenue, L.C.

By: 
Timothy J. Benner

Its: 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 am familiar with and accept the obligations of my position as registered agent.

DATED this 14th day of January, 1999.


Timothy J. Benner, as Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

BEFORE ME, the undersigned authority, Timothy J. Benner personally appeared, the managing member of 127 South 1st Avenue, L.C. (the "Company"), pursuant to Florida Statutes Section 608.407(2) and after having been duly sworn, hereby affirms the following:

1. The Company has at least one (1) member.
2. The actual amount of cash contributed to date of the member(s) is: \$ 300,000.00
3. The agreed value of any property other than cash contributed is: \$ -0-
4. The total amount of cash or property anticipated to be contributed by the member(s) at this time (exclusive of the \$300,000.00 contributed to date) is: \$ -0-

FURTHER AFFIANT SAYETH NOT.

Under the penalties I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated: 14th day of January, 1999.

127 South 1st Avenue, L.C.

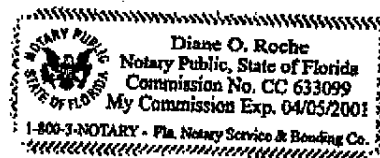
By: Timothy J. Benner
 Its: Managing Member

The foregoing Affidavit of Membership and Contributions of 127 South 1st Avenue, L.C., a Florida limited liability company (the "Company"), was executed, acknowledged and delivered before me this 14 day of January, 1999, by the managing member of the Company, in Jacksonville, Florida.

[SEAL]

Personally known: ✓ or
 Produced identification: _____
 Type of identification produced: _____

Diane O. Roche
 Notary Public
 Print Name: Diane O. Roche
 Commission Number: _____
 Commission Expires: _____



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