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Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

Rock Creek Investors, L.L.C.

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ROCK CREEK INVESTORS, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

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 Rock Creek Investors, L.L.C.

ARTICLE II. ADDRESS

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

1200 Riverplace Boulevard
Suite 902
Jacksonville, FL 32207

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ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Regulations or by the unanimous written consent of all Members.

ARTICLE IV. MANAGEMENT

The 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 Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Arthur L. Cahoon

1200 Riverplace Boulevard
Suite 902
Jacksonville, FL 32207

Prepared by James L. Main
Holland & Knight LLP (904) 354-4141
One Independent Drive, #2000
Jacksonville, FL 32202
Florida Bar No.: 193367

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

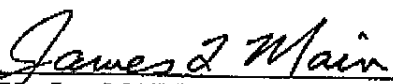
Additional Members may be admitted upon the approval of all of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VI. MEMBERS RIGHTS TO CONTINUE BUSINESS

The Members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the limited liability company in the manner set forth in the Regulations of the Company.

ARTICLE VII. REGULATIONS

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


JAMES L. MAIN, AS THE AUTHORIZED
REPRESENTATIVE OF ARTHUR L. CAHOON,
MEMBER

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TALLAHASSEE, FLORIDA

ROCK CREEK INVESTORS, L.L.C.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Rock Creek Investors, L.L.C., a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: Rock Creek Investors, L.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 300
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

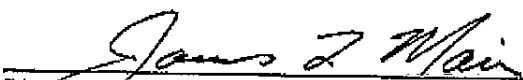
By: Leonard A. Selber
Leonard A. Selber, Vice-President

Dated: 2/9/99 February 9, 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of Rock Creek Investors, L.L.C., deposes and says:

- 1) The above-named limited liability company has at least one (1) member.
- 2) The total amount of cash contributed by the members is \$2,160,000.00.
- 3) No property other than cash has been contributed by the Members.
- 4) The total amount of cash and property anticipated to be contributed by members, including the amounts indicated in paragraphs 2 and 3 above, is \$2,520,000.00.


JAMES L. MAIN, AS THE AUTHORIZED
REPRESENTATIVE OF ARTHUR L. CAHOON,
MEMBER

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