



THE UNITED STATES
CORPORATION
COMPANY

L99000001177

ACCOUNT NO. : 072100000032

REFERENCE : 152979 4307842

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 337.50

ORDER DATE : March 2, 1999

ORDER TIME : 10:04 AM

ORDER NO. : 152979-005

CUSTOMER NO: 4307842

500002791885--8

CUSTOMER: Michael E. Goodbread, Jr., Esq
MARTIN ADE BIRCHFIELD &
MARTIN ADE BIRCHFIELD &
One Independent Dr., Ste 3000
Post Office Box 59
Jacksonville, FL 32201

DOMESTIC FILING

NAME: BRC FLORIDA HOLDINGS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

hK
3/2/99

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RECEIVED
99 MAR -2 AM 10:36
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION
OF
BRC FLORIDA HOLDINGS, L.L.C.

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ARTICLE I
NAME

The name of the limited liability company is BRC Florida Holdings, L.L.C. (the "Limited Liability Company").

ARTICLE II
EXISTENCE AND DURATION

The existence of the Limited Liability Company shall commence on filing of these Articles of Organization and its existence shall be perpetual unless it is earlier dissolved as provided in its Operating Agreement or by operation of the Florida Limited Liability Company Act.

ARTICLE III
BUSINESS AND MAILING ADDRESS

The initial street address and mailing address of the Limited Liability Company is 13303 Ranch Road, Jacksonville, Florida 32218.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Limited Liability Company in the state of Florida is William K. Braddock. The registered office of the initial registered agent in the state of Florida is located at 13303 Ranch Road, Jacksonville, Florida 32218.

ARTICLE V
MANAGEMENT

The management of the Limited Liability Company is reserved to its members.

The name and address of the initial members of the Limited Liability Company are:

William K. Braddock
13303 Ranch Road
Jacksonville, Florida 32218

Stephen R. Braddock
13303 Ranch Road
Jacksonville, Florida 32218

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall have the right to admit additional members on the unanimous consent of the members.

ARTICLE VII
CONTINUATION OF LIMITED LIABILITY COMPANY

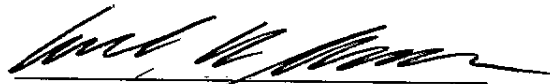
The remaining members of the Limited Liability Company shall have the right to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member on such terms and conditions as the members may unanimously agree.

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ARTICLE VIII
OPERATING AGREEMENT

An Operating Agreement of the Limited Liability Company may from time to time, as may be necessary, be adopted, repealed, amended or altered, or a new Operating Agreement adopted, by the members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned member has made and subscribed to these Articles of Organization this 26 day of February, 1999.



William K. Braddock
Organizing Member

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BRC FLORIDA HOLDINGS, L. L. C.**

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Pursuant to Section 608.415 of the Florida Limited Liability Company Act, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon BRC FLORIDA HOLDINGS, L. L. C., a limited liability company organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named limited liability company, and does hereby agree to comply with the provisions of the Florida Limited Liability Company Act and the general laws of the state of Florida relative to keeping open the Registered Office, which Registered Office is located at 13303 Ranch Road, Jacksonville, Florida 32218.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26
day of February, 1999.



William K. Braddock
Registered Agent

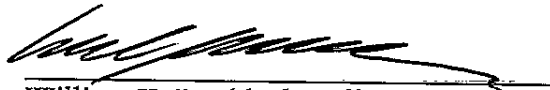
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

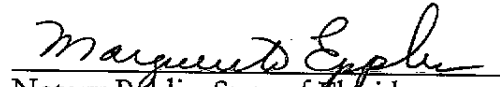
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BEFORE ME, the undersigned authority, on this day personally appeared William K. Braddock, known to me to be the person who subscribed his name below, who after having first been duly sworn by me, deposes and says:

1. Affiant is a member of BRC Florida Holdings, L. L. C. (the "Limited Liability Company") and has personal knowledge of the matters set forth herein.
2. The Limited Liability Company has at least one member.
3. The members of the Limited Liability Company shall contribute cash in an amount equal to \$205,000.00 to the Limited Liability Company. The members of the Limited Liability Company shall contribute personal property with an agreed value of \$0.00 to the Limited Liability Company. The total amount of cash and agreed value of property to be contributed by the members to the Limited Liability Company is \$205,000.00.
5. The members do not anticipate any additional capital contributions to the Limited Liability Company.


William K. Braddock, Affiant

The foregoing instrument was sworn to and subscribed before me this 26 day of February, 1999, by William K. Braddock, who is (☒) personally known to me or who (☐) has produced _____ as identification.


Notary Public, State of ~~Florida~~
Printed: _____ New Jersey
My Commission expires:
Commission No.:

(NOTARIAL SEAL) MARGUERITE EPPLER
A Notary Public of New Jersey
My Commission Expires October 12, 2002