

BARRY B. ANSBACHER, P.A.

FLORIDA BAR BOARD CERTIFIED
REAL ESTATE ATTORNEY

Suite 2450 Riverplace Tower • 1301 Riverplace Boulevard • Jacksonville, Florida 32207-9037

L99000005656
August 31, 1999

Via UPS/Next Day Air
Tracking No. N442-3504-64-5

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Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

EFFECTIVE DATE

8-30-99

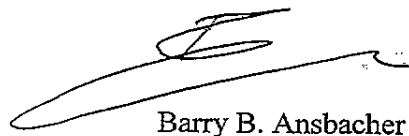
**Re: Articles of Organization for Beachview Investments, L.L.C.
BBA File #: 5990192**

Dear Sir/Madam:

Enclosed please find our check in the amount of \$285.00 for filing Articles of Organization for the Beachview Investments, L.L.C. Also included are Registered Agent Certification and Affidavit of Membership and Contributions of Limited Liability Company.

Please stamp the duplicate copy of the above-described instruments and return to us in the enclosed self addressed envelope.

Sincerely yours,


Barry B. Ansbacher

BBA/ks
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

lv
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**ARTICLES OF ORGANIZATION OF
BEACHVIEW INVESTMENTS, L.L.C.**

ARTICLE I

Name

The name of this Limited Liability Company is Beachview Investments, L.L.C., a limited liability company.

ARTICLE II

Term

Beachview Investments, L.L.C. shall exist for a period beginning on **August 30, 1999** and shall continue for a perpetual duration.

ARTICLE III

Company Address

The mailing and street address of the principal office of Beachview Investments, L.L.C. shall be 2450 Riverplace Tower, 1301 Riverplace Boulevard, Jacksonville Florida 32207-9037, and such other place or places as the members from time to time may determine.

ARTICLE IV

Registered Agent & Address

The initial registered agent of Beachview Investments, L.L.C. shall be Barry B. Ansbacher, P.A., whose address is 2450 Riverplace Tower, 1301 Riverplace Boulevard, Jacksonville, Florida 32207-9037.

ARTICLE V

Addition of New Members

Additional members may be admitted by unanimous consent of all members. Additional members may also be admitted in accordance with the procedures set forth in the Operating Agreement.

ARTICLE VI

Continuation of Business upon Withdrawal of Member

The remaining members may continue the business of Beachview Investments, L.L.C. notwithstanding the withdrawal of one or more members, whether due to death, retirement, resignation, expulsion, bankruptcy, or other reason.

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ALABAMA
JACKSONVILLE, FLORIDA

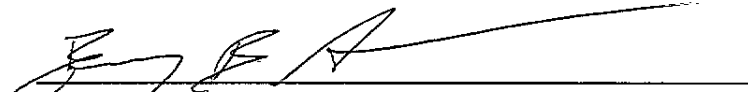
ARTICLE VII
Management

Beachview Investments, L.L.C. will be managed by a Manager. The initial Manager is Elaine K. Ansbacher a resident of St. Johns County, Florida, whose mailing address is 2450 Riverplace Tower, 1301 Riverplace Boulevard, Jacksonville Florida 32207-9037.

ARTICLE VIII
Authority & Purpose


Beachview Investments, L.L.C. is created to engage in any lawful act, business or activity for which limited liability companies may be formed under the laws of the State of Florida and to do any and all things which are necessary, desirable or incidental to the foregoing purpose.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the authorized representative of the members.


Barry B. Ansbacher
Authorized Representative

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 31th day of August, 1999, by Barry B. Ansbacher, who is personally known to me.


Lynne Lewis
Notary Public, State of Florida



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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned organization, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

The name of the organization is Beachview Investments, L.L.C., a limited liability company.

The name and address of the registered agent and office is:

Barry B. Ansbacher, P.A.
a Florida Professional Association
2450 Riverplace Tower
1301 Riverplace Boulevard
Jacksonville, Florida 32207-9037

Having been named as registered agent and to accept service of process for the above stated organization at the place designated in this Certificate, Barry B. Ansbacher, P.A. hereby accepts appointment as registered agent and agrees to act in this capacity. Barry B. Ansbacher, P.A. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Barry B. Ansbacher, P.A., Registered Agent

Date: August 30, 1999

By: _____

Barry B. Ansbacher, President

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TALLAHASSEE, FLORIDA

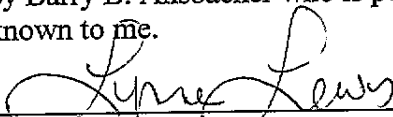
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY**

Before me, the undersigned authority, personally appeared Barry B. Ansbacher, one of the members of Beachview Investments, L.L.C., a limited liability company, who after first being duly sworn, 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 One Hundred (\$100.00) Dollars.
3. If any, the agreed value of property other than cash contributed by members is: None.
4. The total amount of additional cash or property anticipated to be contributed by members is None.


Barry B. Ansbacher

Sworn to and subscribed before me on **August 31, 1999**
by Barry B. Ansbacher who is personally
known to me.


Print Name: Lynne Lewis
Notary Public, State of Florida
My Commission Expires:



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TALLAHASSEE, FLORIDA