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To LLC	From ✓ HODGE	
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LIMITED LIABILITY COMPANY
BRICKYARD VILLAGE PARTNERS LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF
BRICKYARD VILLAGE PARTNERS LLC**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for Brickyard Village Partners LLC (the "Company"):

1. Name and Principal Place of Business. The name of the Company is Brickyard Village Partners LLC, and its mailing address and principal office shall be located at 6950 Phillips Highway, Suite 15, Jacksonville, Florida 32216.

2. Commencement and Duration of Existence. The Company shall exist perpetually from the date of its commencement, which shall be the date of filing of these Articles with the Florida Secretary of State. The Company's existence shall terminate in the manner provided by law or as provided in the regulations adopted by the member(s) of the Company.

3. Purposes and Powers. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company is:

Ricardo Morales, Jr.
6950 Phillips Highway, Suite 15
Jacksonville, Florida 32216

5. Admission of Additional Members. Additional members may be admitted as members of the Company upon direction of the then existing manager(s) of the Company.

6. Continuation of Business. The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event under Section 608.441(c) of the Florida Statutes which terminates the continued membership of a member in the Company shall not cause the Company to dissolve and the business of the Company shall continue, unless the remaining member(s) shall elect, within 90 days after the occurrence of such event, to discontinue the business of the Company.

7. Management. The Company is to be managed by a manager, or managers. The names and addresses of the initial managers who are to serve until disassociation, death, resignation or removal or until their successors are elected and qualified, are:

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Ricardo Morales, Jr.
6950 Phillips Highway
Suite 15
Jacksonville, Florida 32216

John J. Allen
1301 Riverplace Boulevard
Jacksonville, Florida 32207

Any person dealing with the Company may conclusively rely on a certificate signed by a Manager as to a Manager's identity and authority to act on behalf of the Company and without further inquiry may rely upon the authority of a Manager to perform any act or execute and deliver any instrument for the Company.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned member of the Company has executed these Articles of Organization this 24th day of September, 1999.



Ricardo Morales, Jr.
Member

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SECRETARY OF STATE

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ACCEPTANCE BY REGISTERED AGENT

Having been named in Section 4 of the Articles of Organization of Brickyard Village Partners LLC (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, I hereby accept such appointment and agree to act in such capacity. I am familiar with and accept the obligations of such position.


Ricardo Morales, Jr., Registered Agent

Date: 9/24/1999

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR BRICKYARD VILLAGE PARTNERS LLC**

The undersigned, the authorized representative of a member of Brickyard Village Partners LLC, a Florida limited liability company (the "Company"), deposes and says as follows:

1. The Company has at least one member.
2. The total amount of cash contributed by the member(s) is \$ 116,000
3. The agreed value of property other than cash contributed by the member(s) is \$ 180,000
4. The amount of cash or property anticipated to be contributed by member(s) is \$ 360,000, which amount includes the amounts stated in paragraphs 2 and 3 above.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit of Membership and Contributions as of September 24, 1999.



Ricardo Morales, Jr.
Member

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Date: 9/24/99