

L990000006648



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 441451 81444A

AUTHORIZATION :

COST LIMIT : \$ ~~any~~ PPD

ORDER DATE : October 28, 1999

ORDER TIME : 3:10 PM

ORDER NO. : 441451-005

CUSTOMER NO: 81444A

CUSTOMER: Ms. Leigh Flood
Patterson Bond & Latshaw, P.a.
Suite A
3010 S. Third Street
Jacksonville, FL 32250

200003028462-2
-10/29/99--01002--017
*****25.00 *****25.00

DOMESTIC AMENDMENT FILING

L99-6648

NAME: THE RIVERSIDE BUILDING, L.C.

MJH

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 28 AM 11:12

RECEIVED
99 OCT 28 PM 3:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
THE RIVERSIDE BUILDING, L. C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 28 AM 11:12

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be THE RIVERSIDE BUILDING, L.C. ("Company"). The principal place of business of the Company in Florida shall be 1045 Riverside Avenue, Jacksonville, Florida 32204. The mailing address of the business shall be: 3020 Timber Lake Pointe, Ponte Vedra Beach, Florida 32082.

ARTICLE II

DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be in perpetuity, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III

PURPOSES AND POWERS

The specific purpose for which the Company is formed limited solely to owning, operating and managing the premises known as The Riverside Building located at 1045 Riverside Avenue, Jacksonville, Florida, and entering into the loan documents, including note, mortgage, loan agreement, and the transactions contemplated thereby and engaging in incidental activities in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida, subject to the provisions of these Articles.

ARTICLE IV
SEPARATENESS PROVISIONS

The Company shall:

- (a) Not commingle assets with those of any other entity and must hold its assets in its own name;
- (b) Conduct its own business in its own name;
- (c) Maintain separate bank accounts, books, records and financial statements;
- (d) Maintain its books, records, resolutions and agreements as official records;
- (e) Pay its own liabilities out of its own funds;
- (f) Maintain adequate capital in light of contemplated business operations;
- (g) Observe all company or other organization formalities;
- (h) Maintain an arm's-length relationship with affiliates;
- (i) Pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- (j) Not guarantee or become obligated for the debts of any other entity or hold out of its credit as being available to satisfy the obligation of others;
- (k) Not acquire obligations or securities of affiliates;
- (l) Not make loans to any other person or entity;
- (m) Allocate fairly and reasonably any overhead for shares office space;
- (n) Use separate stationery, invoices and checks;
- (o) Not pledge its assets for the benefit of any other entity;
- (p) Hold itself out as a separate entity, and not fail to correct any known misunderstanding regarding is separate identify; and
- (q) Not identify itself or any of its affiliates as a division or part of the other.

ARTICLE V

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Lawrence R. Patterson, Patterson, Bond & Latshaw, P.A., 3010 South Third Street, Jacksonville Beach, Florida 32250.

ARTICLE VI

CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property, set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
J. Brooks Haas	\$17,000.00 cash and real property Located at 1045 Riverside Avenue, Jacksonville, Florida

ARTICLE VII

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in agreements adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

ARTICLE VIII

ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the written consent of all of the members of the Company and upon such terms and conditions as shall be determined by the members. A member may transfer his or her interest in the Company as set forth in agreements of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless a majority of the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX

TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The Company shall be dissolved upon the occurrence of any of the following events:

- (a) The entry of a decree of judicial dissolution under the act;
- (b) The expiration of the term fixed pursuant to Article II hereof;
- (b) By the written agreement of the Member; or
- (c) Upon the death, retirement, resignation, court declaration of incompetence, bankruptcy or dissolution of the Member or the occurrence of any other event which terminates the continued membership of the Member.

If a Member who is an individual dies or a court of competent jurisdiction adjudges him to be incompetent to manage his person or his property, the Member's Representative may exercise all of the Member's rights for the purpose of settling his estate or administering his property.

ARTICLE X

ACTIONS REQUIRING UNANIMOUS VOTE

The unanimous vote of the members is required to:

- (a) Take any bankruptcy action;
- (b) Dissolve, liquidate, consolidate, merge or sell all of substantially all of its assets;
- (c) Amend or unamend the amendment of its Operating Agreement and other organizational documents; and
- (d) Engage in transactions with affiliates.

ARTICLE XI

MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. Unanimous approval of the members is required in order to: (i) take any bankruptcy action; (ii) dissolve, liquidate, consolidate, merge or sell all or substantially all of its assets; (iii) amend or recommend the amendment of its Organizational Documents; and (iv) engage in transactions with affiliates. The names and addresses

of the members of the Company are:

NAME

ADDRESS

J. Brooks Haas

3020 Timber Lake Pointe
Ponte Vedra Beach, FL 32082

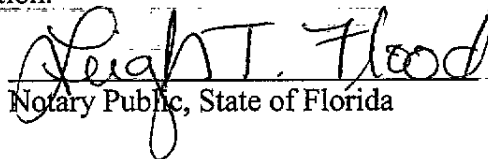
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Florida, for the foregoing uses and purposes this 27 day of October, 1999.



J. Brooks Haas

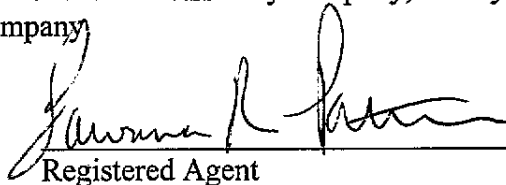
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of October, 1999, by J. Brooks Haas. He is personally known to me or who has produced as identification.


Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of THE RIVERSIDE BUILDING, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


Registered Agent