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9800 Fourth Street North, Suite 403
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November 3, 1999

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****337.50 ****155.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Mercer Knight LLC

Dear Sir or Madam:

Enclosed herewith please find Articles of Organization, including the Affidavit of Membership and Contributions for filing. Also enclosed, please find a check in the amount of \$337.50 to cover the cost of filing fee (\$250.00), the fee for designation of the Registered Agent (\$35.00) and the cost for one certified copy (\$52.50) of the Articles to be returned to our office.

If you have any questions or need any additional information, please contact our office.

Thank you.

Sincerely,

J. Bradford Hines

J. Bradford Hines

JBH/cad
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~WPA 25893~~
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JB
11-22-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 10, 1999

J. BRADFORD HINES
CRAWFORD, OWEN & HINES, P.A.
9800 FOURTH STREET NORTH, SUITE 403
ST. PETERSBURG, FL 33702

SUBJECT: MERCER KNIGHT LLC
Ref. Number: W99000025893

We have received your document for MERCER KNIGHT LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please complete and sign the enclosed application for refund, and return it to my personal and confidential attention at the address below.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 599A00054201

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MERCER KNIGHT LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name

The name of the Limited Liability Company is: MERCER KNIGHT LLC.

ARTICLE II — Address

The mailing address and street address of the principal office of the Limited Liability Company is: 2152 14th Circle North, St. Petersburg, FL 33713.

ARTICLE III — Duration

The period of duration for the Limited Liability Company shall be perpetual unless sooner terminated in accordance with the Operating Agreement and Regulations adopted by the members.

ARTICLE IV — Management

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Clark H. Scherer, III
2152 14th Circle North
St. Petersburg, FL 33713

Ron Howell
3448 Vineville Avenue
Macon, GA 31204

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TALLAHASSEE, FLORIDA

ARTICLE V — Admission of Additional Members

The right, if given, of the members to admit additional members shall be by consent of all existing members and the terms and conditions of the admissions shall be as agreed by all members.

ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company 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 shall be: The remaining members shall have the right to continue the business of the limited liability company as set forth in the Operating Agreement and Regulations.

ARTICLE VII — Registered Office and Registered Agent

The street address of the limited liability company's initial registered office in Florida is 9800 Fourth Street North, Suite 403, St. Petersburg, FL 33702, and the name of its initial registered agent is J. Bradford Hines.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 19th day of November, 1999.

J. Bradford Hines

Signature of an authorized representative of a member executing the
Articles of Organization.

(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.)

J. Bradford Hines

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Mercer Knight LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Signed this 19th day of November, 1999.

J. Bradford Hines
J. Bradford Hines
Registered Agent

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of November, 1999 by J. Bradford Hines, as Registered Agent for Mercer Knight LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

Cheryl A. DeCou
Notary Public
CHERYL A. DeCOU
Notary Public - State of Florida
My Commission Expires
August 9, 2002
CC765829

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA