



THE UNITED STATES
CORPORATION
COMPANY

L990000008792

ACCOUNT NO. : 072100000032

REFERENCE : 515261 4732152

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pzyut

ORDER DATE : December 14, 1999

ORDER TIME : 1:40 PM

ORDER NO. : 515261-015

400003070204--3

CUSTOMER NO: 4732152

CUSTOMER: Ms. Tristan Hoffman
GARTNER BROCK & SIMON
GARTNER BROCK & SIMON
Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

NAME: ST. JOHNS BOARDWALK, LLC

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: Erika Carlson

EXAMINER'S INITIALS:

FILED
99 DEC 14 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/15

RECEIVED
99 DEC 14 PM 3:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ST. JOHNS BOARDWALK, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida statutes, does hereby adopt the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be St. Johns Boardwalk , LLC

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of the Limited Liability Company is: 6900 Southpoint Drive North, Suite 250, Jacksonville, Florida 32216.

**ARTICLE III
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
DURATION**

The period of duration for the Limited Liability Company shall commence upon filing and shall continue perpetually, unless terminated: (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

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**ARTICLE V
MANAGEMENT**

The Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company.. Such Manager shall have the right and responsibilities described in the regulations of the Company. The name and address of the initial Manager is as follows:

Victor Fransen
8221 Old Courthouse Road
Suite 204
Vienna, VA 22182

Such Manager shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

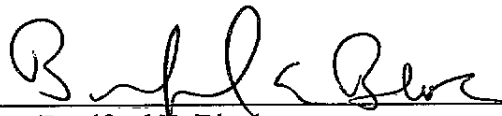
**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

**ARTICLE VII
REGISTERED AGENT AND OFFICE**

The Company designates 6900 Southpoint Drive North, Suite 250, Jacksonville, Florida 32216, as the street address of the initial registered office of the Company and names Gus Sankers as the Company's initial registered agent at that address to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10th day of December, 1999.



By: Bradford E. Block
Authorized Representative of
St. Johns Boardwalk, LLC

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is: St. Johns Boardwalk, LLC
2. The name and address of the registered agent and office is:

Mr. Gus Sankers
6900 Southpoint Drive North
Suite 250
Jacksonville, Florida 32216

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Mr. Gus Sankers

Date: 12-13-99

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