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Florida Department of State
Division of Corporations
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99 DEC 27 PM 1:28

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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LIMITED LIABILITY COMPANY

Atlantis Jacksonville, L.L.C.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Fax Audit No. H99000033052

**ARTICLES OF ORGANIZATION OF
ATLANTIS JACKSONVILLE, L.L.C.**

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 Articles of Organization are hereby adopted:

1. Name and Principal Place of Business. The name of the Company is Atlantis Jacksonville, L.L.C., and its initial mailing address and principal office shall be located at:

171 Church Street, Suite 300
Charleston, South Carolina 29401

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 the laws of Florida.

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

F&L Corp.
200 Laura Street
Jacksonville, FL 32202

5. Admission of Additional Members. Other members may be admitted as members of the Company upon unanimous agreement of the then existing member(s) of the Company.

6. Continuation of Business. Upon 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 Company the remaining member(s) shall have the right to elect, within 90 days after the occurrence of such event, to continue the business of the Company. The unanimous consent of the remaining members shall be required to continue the business of the Company.

7. Management. The Company is to be managed by the members.

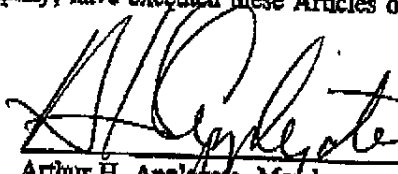
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FOLEY & LARDNER

NO. 5002 P. 3

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IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, who are the members of the Company, have executed these Articles of Organization this 23rd day of December, 1999.


Arthur H. Applegate, Member

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, a corporation authorized to transact business in the State of Florida, having been named in Section 4 of Articles of Organization of Atlantis Jacksonville, L.L.C. (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, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.

EXECUTED this 23rd day of December, 1999.

F&L Corp.

By: Charles V. Hedrick
Charles V. Hedrick
Authorized Signatory