

Date: _____

ARTICLES OF ORGANIZATION

OF

VESTCOR EQUITIES, LLC

The undersigned organizers, who are the members of **VESTCOR EQUITIES, LLC** (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is **VESTCOR EQUITIES, LLC**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Company is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.

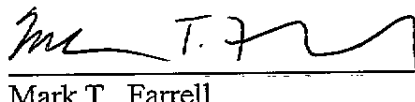
ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Mark T. Farrell, 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.

ARTICLE IV - MANAGERS

The Company shall be a manager-managed company as provided in the Regulations.

IN WITNESS WHEREOF, the undersigned organizer has executed the foregoing Articles of Organization as of the 29TH day of December, 1999.




Mark T. Farrell
Member

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TALLAHASSEE FLORIDA

**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **VESTCOR EQUITIES, LLC.**, at the place designated in the Articles of Organization, Mark T. Farrell, hereby accepts the appointment as registered agent and agrees to act in this capacity. Mark T. Farrell further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and Mark T. Farrell is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.


Mark T. Farrell

DATE: December 28, 1999

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**