

BY-LAWS
OF

SWEETBRIAR OF ORANGE PARK, INC.
(a Florida corporation)

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ARTICLE I
Name, Principal Office

Section 1. Name. The name of this corporation is: **SWEETBRIAR OF ORANGE PARK, INC.**, a Florida corporation. The corporation is herein referred to as the "Corporation".

Section 2. Principal Office and Additional Offices. The address of the initial principal office of the Corporation is: 9471 Baymeadows Road, Suite 403, Jacksonville, Florida, 32256. The Corporation may also have an office or offices other than the principal office at such place or places, within or without the State of Florida as the Board may from time to time determine.

ARTICLE II
Seal and Fiscal Year

Section 1. Seal. The seal of the Corporation will have inscribed on it the name of the Corporation, the date of its organization and the words "corporate seal" or their equivalent. The words "corporate seal" or their equivalent may be used as a facsimile of or as the seal.

Section 2. Fiscal Year. The fiscal year of the Corporation will be determined by the Board of Directors upon filing the tax return of the Corporation.

ARTICLE III
Shareholders' Meetings

Section 1. Place of Meetings. Meetings of the shareholders will be held at the office of the Corporation or at any other place (within or without the State of Florida) that the Board of Directors or shareholders may from time to time select.

Section 2. Annual Meeting. An annual meeting of the shareholders will be held on the first Friday of each year, if not

a legal holiday, and if a legal holiday, then on the next secular day following that which is not a legal holiday, at the principal office of the Corporation or such other location as is specified in the notice of the meeting. At the annual meeting, the shareholders will elect a Board of Directors and transact such other business as may be described in the notice of the meeting. If an annual meeting has not been called and held within three (3) months after the time designated for it, any shareholders may call it.

Section 3. Special Meetings. Special meetings of the shareholders may be called by the President; by a majority of the Board of Directors, or by the holders of one-tenth (1/10) or more of the shares outstanding and entitled to vote; or by any director. The cost of any special meeting called by a shareholder or shareholders over the objection of the Board of Directors shall be borne by the shareholder or shareholders calling such meeting.

Section 4. Notice of Meetings. Notice of the place, date and hour of holding each annual and special meeting of the shareholders and the purpose or purposes thereof will be given personally or by mail in a postage prepaid envelope, not less than ten (10) nor more than sixty (60) days before the date of such meeting, and if mailed, it will be directed to each shareholder at his address as it appears on the record of shareholders, unless he has filed with the Secretary of the Corporation a written request that notices to him be mailed to some other address, in which case it will be directed to him at such other address. Any such notice will indicate that it is being issued at the direction of the Board or the President, or whomever has called the meeting. Notice of the meeting may be waived as set forth in Section 5 below. Unless the Board fails to fix a new record date for an adjourned meeting, notice of such adjourned meeting need not be given, if the time and place to which the meeting is adjourned were announced at the meeting at which the adjournment is taken.

Section 5. Waiver of Notice. A shareholder, either before or after a shareholders' meeting, may waive notice of the meeting, in writing, and his waiver will be deemed the equivalent of giving notice. Attendance at a shareholders' meeting, either in person or by proxy, of a person entitled to notice will constitute a waiver of notice of the meeting unless he attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

Section 6. Quorum. At all meetings of the shareholders, the holders of a majority of the shares of stock of the Corporation issued and outstanding and entitled to vote, must be present in person or by proxy to constitute a quorum for the transaction of business, except as otherwise provided by statute. In the absence of a quorum, the holders of a majority of the shares of stock present in person or by proxy and entitled to vote may adjourn the meeting from time to time. At any such adjourned meeting at which

a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Organization. At each meeting of the shareholders, the President or a Vice President will act as chairman of the meeting. The Secretary, or in his absence or inability to act, the person whom the chairman of the meeting appoints secretary of the meeting, will act as secretary of the meeting and keep the minutes thereof.

Section 8. Order of Business. The order of business at all meetings of the shareholders will be determined by the chairman of the meeting.

Section 9. Voting of Shares.

(1) Except as otherwise provided by statute or the Articles of Incorporation, each holder of record of shares of stock of the Corporation having voting power, is entitled to one vote for every share of such stock standing in his name on the record of shareholders of the Corporation:

(a) on the date fixed pursuant to the provisions of Section 14 of this Article of these By-Laws as the record date for the determination of the shareholders who are entitled to notice of and to vote at such meeting; or

(b) if such record date is not so fixed, then at the close of business on the day next preceding the day on which notice thereof is given.

(2) Except as otherwise provided by statute or the Articles of Incorporation, any corporate action to be taken by vote of the shareholders will be authorized by a majority of the votes cast at a meeting of shareholders by the holders of shares present in person or represented by proxy and entitled to vote on such action. Unless required by statute or determined by the chairman of the meeting to be advisable, the vote on any question need not be by ballot. On a vote by ballot, each ballot will be signed by the shareholder voting, or by his proxy, if there be such proxy and will state the number of shares voted.

(3) Shares standing in the name of another corporation, domestic or foreign, may be voted by the officer, agent, or proxy designated by the by-laws of the corporate shareholder or, in the absence of any applicable by-law, by such person as the Board of Directors of the corporate shareholder may designate. Proof of such designation may be made by presentation of a certified copy of the by-laws or other instrument of the corporate shareholder. In the absence of any such designation or, in case of conflicting designation by the corporate shareholder, the chairman of the

board, chief executive officer, if any, the president, any vice president, the secretary, and the treasurer of the corporate shareholder will be presumed to possess, in that order, authority to vote such shares.

(4) Shares held by an administrator, executor, guardian, or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

(5) Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name, if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

(6) A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee or his nominee will be entitled to vote the shares so transferred.

Section 10. List of Shareholders.

(1) The officer or agent having charge of the stock transfer books for shares of the Corporation will make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of, and the number and class and series, if any, of shares held by each. Such list will be kept on file at the registered office of the Corporation, at the principal place of business of the Corporation, or at the office of the transfer agent or registrar of the Corporation for a period of ten (10) days prior to such meeting and will be subject to inspection by any shareholder at any time during usual business hours. Such list will also be produced and kept open at the time and place of the meeting and will be subject to the inspection of any shareholder at any time during the meeting.

(2) The original stock transfer books are prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of the shareholders.

(3) If the requirements of this section have not been substantially complied with, the meeting will be adjourned until the requirements are complied with on the demand of any shareholder in person or by proxy.

(4) If, upon the demand of any shareholder made pursuant to subsection (3), the meeting is not adjourned by the officers of the corporation and the list is not produced, such officers will be liable to any shareholder suffering damage on account of the failure to produce such list, to the extent of such damage.

(5) If no such demand is made, failure to comply with the requirements of this section will not affect the validity of any action taken at such meeting.

(6) This section does not apply to corporations having fewer than six shareholders.

Section 11. Inspectors. The Board may, in advance of any meeting of shareholders, appoint one or more inspectors of election to act at such meeting or any adjournment thereof. If the inspectors are not so appointed or if any of them fail to appear or act, the chairman of the meeting will appoint one or more inspectors. Each inspector, before entering upon the discharge of his duties, will take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors will determine the number of shares outstanding and the voting power of each, the number of shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, and will receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes or ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all shareholders. On request of the chairman of the meeting or any shareholder entitled to vote, the inspectors will make a report in writing of any challenge, request or matter determined by them and will execute a certificate of any fact found by them. No director or candidate for the office of director will act as an inspector of an election of directors. Inspectors need not be shareholders.

Section 12. Proxies.

(1) Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting, or his duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy.

(2) Every proxy must be signed by the shareholder or his attorney-in-fact. No proxy is valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy is revocable at the pleasure of the shareholder executing it, except as otherwise provided in this section.

(3) The authority of the holder of a proxy to act will not be revoked by the incompetence or death of the shareholder who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or death is received by the corporate officer responsible for maintaining the list of shareholders.

(4) Except when other provisions are made by written agreement between the parties, the record holder of shares which he holds as pledgee or otherwise as security or which belong to another will issue to the owner of such shares, upon demand, a proxy to vote or take other action thereon.

(5) A proxy is irrevocable if it states that it is irrevocable and if it is held by any of the following or a nominee of any of the following:

(a) A pledgee.

(b) A person who has purchased or agreed to purchase the shares.

(c) A creditor or creditors of the Corporation who extend or continue credit to the Corporation in consideration of the proxy, if the proxy states that it was given in consideration of such extension or continuation of credit, the amount thereof, and the name of the person extending or continuing credit.

(d) A person who has contracted to perform services as an officer of the Corporation, if a proxy is required by the contract of employment and if the proxy states that it was given in consideration of such contract of employment and states the name of the employee and the period of employment contracted for.

(6) A proxy may be revoked, notwithstanding a provision making it irrevocable, by a purchaser of shares without knowledge of the existence of the provision, unless the existence of the proxy and its irrevocability is noted conspicuously on the certificate representing such shares.

(7) If a proxy for the same shares confers authority upon two or more persons and does not otherwise provide, a majority of them present at the meeting, or if only one is present then that one, may exercise all the powers conferred by the proxy; but if the proxy holders present at the meeting are equally divided as to the right and manner of voting in any particular case, the voting of such shares will be prorated.

(8) If a proxy expressly provides, any proxy holder may appoint, in writing, a substitute to act in his place.

Section 13. Adjournments. Any meeting of shareholders may be adjourned. Notice of the adjourned meeting or of the business to be transacted at the adjourned meeting (other than by announcement at the meeting at which the adjournment is taken) is not necessary. If, however, after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting will be given in compliance with Section 4 hereof to each shareholder of record entitled to vote at such meeting. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 14. Informal Action by Shareholders. Any action that may be taken at a shareholders' meeting may be taken without a meeting if a consent in writing, setting forth the action, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those shareholders who have not consented in writing to such action taken.

Section 15. Fixing of Record Date. For the purpose of determining shareholders entitled to notice of, or to vote, at any meeting of shareholders, or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders.

ARTICLE IV The Board of Directors

Section 1. General Powers. The business and affairs of the Corporation will be managed by the Board of Directors (herein the "Board"). The Board may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not by statute or the Certificate of Incorporation directed or required to be exercised or done by the shareholders.

Section 2. Number, Qualifications, Election and Term of Office. The number of directors of the Corporation will not be less than one (1) nor more than two (2). The initial Board is composed of two (2) directors. The shareholders may fix the number of directors from time to time. Any increase in the number of directors will be effective at the time of the next succeeding annual meeting of the shareholders. If there are vacancies in the Board, a decrease may become effective at any time prior to the next succeeding annual meeting to the extent of the number of such vacancies. All the directors shall be of full age. Directors need

not be shareholders. Except as otherwise provided by statute, the directors will be elected at the annual meeting of the shareholders and at each meeting of the shareholders for the election of directors, the persons receiving a majority of the votes cast at such election will be elected. Each director will hold office until the next annual meeting of the shareholders and until his successor has been duly elected and qualified, or until his death, or until he has resigned, or been removed, as hereinafter provided.

Section 3. Place of Meetings. Meetings of the Board will be held at the principal office of the Corporation or at such other place, within or without the State of Florida, as the Board may from time to time determine or as may be specified in the notice of any such meeting.

Section 4. Annual Meeting. The Board of Directors will meet each year immediately after the annual meeting of the shareholders at the place that meeting has been held to elect officers and consider other business.

Section 5. Regular Meetings. Regular meetings of the Board will be held at such time and place as the Board may fix. If any day fixed for a regular meeting is a legal holiday then the meeting which would otherwise be held on that day will be held at the same hour on the next succeeding business day. Notice of regular meetings of the Board need not be given except as otherwise required by statute or these By-Laws.

Section 6. Special Meetings. Special meetings of the Board may be called by a majority of the directors or the President.

Section 7. Notice of Meetings. Notice of each meeting of the Board (and of each regular meeting for which notice shall be required) will be given by the Secretary as hereinafter provided in this Section 7, which notice will state the time and place of the meeting. Except as otherwise required by these By-Laws, such notice need not state the purposes of such meeting. Notice of each such meeting will be mailed, at least five (5) business days before the day on which such meeting is to be held, or will be sent addressed to him at such place by telegraph, cable or wireless, or be delivered to him personally or by telephone, at least forty-eight (48) hours before the time at which such meeting is to be held. Notice of any such meeting need not be given to any director who either before or after the meeting, submits a signed waiver of notice or who attends such meeting without protesting, prior to or at its commencement, the lack of notice to him.

Section 8. Waiver of Notice. A director may waive in writing, notice of a special meeting or annual meeting of the board either before or after the meeting, and his waiver will be deemed the equivalent of giving notice. Attendance of a director at any

meeting constitutes waiver of notice of that meeting, unless he attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 9. Quorum and Manner of Acting. A majority of the Board must be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such meeting, and, except as otherwise expressly required by statute or the Articles of Incorporation, the act of a majority of the directors present at any meeting at which a quorum is present will be the act of the Board. Members of the Board of Directors (or an Executive Committee) will be deemed present at any meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used. In the absence of a quorum at any meeting of the Board, a majority of the directors then present may adjourn such meeting to another time and place. Notice of the time and place of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment and, unless such time and place were announced at the meeting at which the adjournment was taken, to the other directors. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. The directors may act only as a Board and the individual directors have no power as such.

Section 10. Organization. At each meeting of the Board, the Chairman of the Board, if any, or, in his absence, the President will act as chairman of the meeting. The Secretary (or in his absence, any person appointed by the chairman at such meeting who shall serve as secretary) will act as secretary of the meeting and keep the minutes thereof.

Section 11. Adjournment. A meeting of the Board may be adjourned. Notice of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which the adjournment is taken, will not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 12. Resignations. Any director of the Corporation may resign at any time by giving written notice to the Board or the President or the Secretary. Any such resignation will take effect at the time specified therein, or if the time when it is to become effective is not specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

Section 13. Vacancies. Any vacancy in the Board may be filled by the vote of a majority of the directors then in office, though less than a quorum, or by the shareholders at the next annual meeting thereof or at a special meeting thereof and each director so elected will hold office or the unexpired term of his predecessor.

Section 14. Removal of Directors. Any director may be removed, with or without cause, at any time, by the shareholders at a special meeting thereof. Any director may be removed, with or without cause, by the Board at a special meeting thereof.

Section 15. Compensation. The Board shall have authority to fix the compensation, including fees and reimbursement of expenses of directors, for services to the Corporation in any capacity.

Section 16. Informal Action. If all the directors severally or collectively consent in writing to any action taken, or to be taken by the Corporation, the action will be as valid as though it had been authorized at a meeting of the Board.

ARTICLE V Executive Committee

Section 1. Designation and Organization. The Board may designate an Executive Committee, or one or more other committees, each to consist of one (1) or more of the directors of the Corporation. Such committees will consult with and advise the officers of the Corporation in the management of its business. Regular meetings of the committees may be held without notice at such time and place as may be determined by them. At all such meetings, a majority of the members will constitute a quorum for the transaction of business. The members of the committees will keep a record of their proceedings and report to the Board. Copies of the minutes will be retained by the Secretary of the Corporation as records of their proceedings. The members of such committees may be paid such compensation as is authorized by the Board.

Section 2. Powers. The committees will have such powers as can be lawfully delegated to them by the Board, subject, however, to the following limitations. No such committee will have the authority to:

(a) approve any actions or proposals that are required under the Corporation's charter or applicable law to be approved by shareholders,

(b) fill any vacancies on the Board or any committee thereof,

(c) amend these Bylaws,

(d) authorize or approve the acquisition of shares of stock of the Corporation unless pursuant to a general formula or method recommended by the Board,

(e) authorize or approve the issuance or sale, or any contract to issue or sell, shares of stock, or designate the terms of a series of a class of shares, except that the Board, having acted in regard to general authorization for such issuance or sale of shares of stock or any contract therefor and, in cases of a series, the designation thereof, may, pursuant to a general formula or method specified by the Board by resolution or by adoption of a stock option plan or any other plan, authorize a committee to establish the terms of any such contract for the sale of shares, and to fix the terms upon which such shares may be issued or sold including, without limitation, the price, rate or manner of payment of dividends, provisions for redemption, sinking fund, conversion, and voting or preferential rights, and provisions for other features of a class of shares or a series of a class of shares, with full power in such committee to adopt any final resolution setting forth all the terms thereof, and to authorize the statement of the terms of a series for filing with the Department of State under Florida statutes providing therefor.

Section 3. Alternates. The Board, by resolution adopted in accordance with Section 1 hereinabove, may designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members of any meeting of such committee.

Section 4. Effect on Directors Responsibilities. Neither the designation of any such committee, the delegation of authority to such committee, nor action by such committee pursuant to such authority, will alone constitute compliance by any member of the Board who is not a member of the committee in question with his responsibility to act in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE VI Officers and Agents

Section 1. Number and Qualification. The officers of the Corporation will include the President, Treasurer and the Secretary and, in the direction of the Board, Chairman of the Board, one or more Vice Presidents, a Comptroller, one or more Assistant Secretaries and one or more Assistant Treasurers. Any two or more offices may be held by the same person. None of the officers of the Corporation, except the Chairman of the Board, if one is

elected, need be a member of the Board. All officers will be elected from time to time by the Board, each to hold office until the meeting of the Board following the next annual meeting of the shareholders, or until his successor has been duly elected and qualified, or until his death, or until he has resigned, or has been removed, as hereinafter provided in these By-Laws. The Board may from time to time elect to delegate to the President, the power to appoint such other officers (including a Comptroller, one or more Assistant Comptrollers, one or more Assistant Treasurers and one or more Assistant Secretaries) and such agents as may be necessary or desirable for the business of the Corporation. Such other officers and agents will have such duties and hold their offices for such terms as may be prescribed by the Board or by the President.

Section 2. Resignations. Any officer of the Corporation may resign at any time by giving written notice of his resignation to the Board or the President or the Secretary. Any such resignation will take effect at the time specified thereon or, if the time is not specified therein, immediately upon its receipt; and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

Section 3. Removal. Any officer or agent of the Corporation may be removed either with or without cause, at any time, by the Board at any meeting of the Board, or, except in the case of an officer or agent elected by the Board, by the President.

Section 4. Vacancies. A vacancy in any office may be filled for the unexpired portion of the term of that office in the manner prescribed in these By-Laws for the regular election or appointment of such office.

Section 5. The President. The President will carry on the general and active management of the business of the Corporation and direct and active supervision and direction over all other officers, agents and employees. He will preside over all meetings of the shareholders and the Board and will be an ex officio member of all committees of the Board. He will perform all duties incident to the office of President as may from time to time be assigned to him by the Board.

Section 7. Chairman of the Board. The Chairman of the Board, if elected, must be a member of the Board and, if present, will preside at each meeting of the Board. He will keep in close touch with the administration of the affairs of the Corporation, will advise and counsel with the President, and, in his absence, with other executives of the Corporation, and will perform such other duties as may from time to time be assigned to him by the Board.

Section 8. Vice Presidents. Each Vice President, if elected, will perform all such duties as from time to time may be assigned to him by the Board or the President. At the request of the President or in his absence or inability to act, the Vice President designated by the President or the Board will perform the duties of the President, and, when so acting, will have the powers of and be subject to the restrictions placed upon the President in respect of the performance of such duties.

Section 9. The Treasurer. The Treasurer shall:

- (a) have charge and custody of, and be responsible for, all the funds and securities of the Corporation;
- (b) keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation;
- (c) deposit all monies and other valuables to the credit of the Corporation in such depositories as may be designated by the Board;
- (d) receive and give receipts for monies due and payable to the Corporation from any source whatsoever;
- (e) disburse the funds of the Corporation and supervise the investment of its funds as ordered or authorized by the Board, taking proper vouchers therefor; and
- (f) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board or the President.

Section 10. The Secretary. The Secretary shall:

- (a) keep or cause to be kept in one or more books provided for the purpose, the minutes of all meetings of the Board, the committees of the Board and the shareholders;
- (b) see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law;
- (c) be custodian of the records and the seal of the Corporation and affix and attest the seal to all stock certificates of the Corporation (unless the seal of the Corporation on such certificates shall be a facsimile, as provided in these By-Laws) and affix and attest the seal or the words "corporate seal" or their equivalent to all other documents to be executed on behalf of the Corporation under its seal;

(d) see that the books reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and

(e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board or the President.

Section 11. The Comptroller. The Comptroller, if one shall be elected by the Board will:

(a) have control of all the books of account of the Corporation;

(b) keep a true and accurate record of all property owned by it, of its debts and of its revenues and expenses;

(c) keep all accounting records of the Corporation (other than the accounts of receipts and disbursements and those relating to the deposits of money and other valuables of the Corporation, which are kept by the Treasurer);

(d) render to the Board, whenever the Board may require, an account of the financial condition of the Corporation, and

(e) in general, perform all the duties incident to the office of Comptroller and such other duties as from time to time may be assigned to him by the Board or the President. If a Comptroller shall not be elected by the Board or appointed by the President, the duties of the Comptroller in this Section specified will be performed by the Treasurer.

Section 12. Officers' Bonds or Other Security. If required by the Board, any officer of the Corporation will give a bond or other security for the faithful performance of his duties, in such amount and with such surety or sureties as the Board may require.

Section 13. Compensation. The compensation of the officers of the Corporation for their services as such officers will be fixed from time to time by the Board. An officer of the Corporation will not be prevented from receiving compensation by reason of the fact that he is also a director of the Corporation.

Section 14. Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE VII
Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 1. Execution of Contracts.

(a) Except as otherwise required by statute, the Articles of Incorporation or these By-Laws, any contract or other instrument may be executed and delivered in the name and on behalf of the Corporation by the President or Vice President of the Corporation. The Board may authorize any other agent or agents to execute and deliver any contract or other instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances as the Board may determine.

(b) The Corporation may execute instruments conveying, mortgaging or affecting any interest in its lands by instruments sealed with the common or corporate seal or the words "corporate seal" or their equivalent and signed in its name by its President or any Vice President. Satisfactions or partial releases of mortgages and acquittances for debts may be similarly executed by such officers. No corporate resolution need be recorded to evidence the authority of the person executing the deed, mortgage, or other instrument for the Corporation, and an instrument so executed will be valid whether or not the officer signing for the Corporation was authorized to do so by the Board in the absence of fraud in the transaction by the person receiving it. In cases of fraud, subsequent transactions with good faith purchasers for value and without notice of the fraud shall be valid and binding on the Corporation.

Section 2. Checks, Drafts, Etc. All checks, drafts, bills of exchange or other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation will be signed in the name and on behalf of the Corporation by any officer or other employee of the Corporation designated by the Board.

Section 3. Deposits. All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may from time to time designate or as may be designated by any officer or officers of the Corporation to whom such power of designation may from time to time be given. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer or agent of the Corporation.

Section 4. General and Special Bank Accounts. The Board may from time to time authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board may designate or as may be designated by any officer or officers of the Corporation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as it may deem expedient.

Section 5. Voting Shares Held in Other Corporations. In the absence of other arrangements by the Board, shares of stock issued by any other corporation and owned or controlled by this Corporation may be voted at any shareholders' meeting of the other corporation by the President of this Corporation or, if he is not present at the meeting, by the Vice President of this Corporation; and in the event neither the President nor a Vice President is to be present at a meeting, the shares may be voted by such person as the President designates and the person hereinabove designated will be the proxy designated to represent the Corporation at the meeting.

Section 6. Limitation on Transfer of Shares. If the holders of a majority of the shares of common or preferred stock of the Corporation enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the Corporation, and the Corporation becomes a party to such agreement, the officers and directors of the Corporation will observe and carry out all of the terms and provisions of the agreement and refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any or all of the shares covered by such agreement, unless it conforms with the provisions of such agreement, provided that a copy of such agreement is filed with the Secretary of the Corporation and is kept available at the principal office of the Corporation, and provided further, that notice of such agreement be set forth conspicuously on each stock certificate.

Section 7. Distribution of Assets Upon Dissolution of Corporation. Upon the voluntary or involuntary dissolution, liquidation, distribution of assets or winding up the Corporation, after distribution to creditors and holders of preferred stock, all of the remaining assets of the Corporation, of any nature and kind, will be distributed to the holders of common stock on a prorata basis, in proportion to the number of shares held by them. The Board may distribute such assets in kind to the holders of common stock or may sell, transfer, or dispose of all or part of such remaining assets to any other entity and distribute the consideration received therefor.

**ARTICLE VIII
Shares, Etc.**

Section 1. Stock Certificates. Each owner of stock of the Corporation is entitled to have a certificate, in such form as is approved by the Board, certifying the number of shares of stock of the Corporation owned by him. The certificates representing shares of stock shall be signed in the name of the Corporation by the President or a Vice President and by the Secretary or an Assistant Secretary and may be sealed with the seal of the Corporation (which seal may be a facsimile, engraved or printed); provided, however, that where any such certificate is countersigned by a transfer agent, or is registered by a registrar (other than the Corporation or one of its employees), the signatures of the President, Vice President, Secretary or Assistant Secretary upon such certificates may be facsimiles, engraved or printed. In case any officer who has signed such certificates has ceased to be such officer before such certificates are issued, they may nevertheless be issued by the Corporation with the same effect as if such officer were still in office at the date of their issue.

Section 2. Registered Stockholders. The Corporation is entitled to treat the holder of record of shares as the holder in fact and, except as otherwise provided by the laws of Florida, is not bound to recognize any equitable or other claim to or interest in the shares.

Section 3. Books of Account and Record of Stockholders. There will be kept correct and complete books and records of account of all the business and transactions of the Corporation. There will also be kept, at the office of the Corporation in the Corporation's principal offices, or at the office of its transfer agent, a record containing the names and addresses of all shareholders of the Corporation, the number of shares of stock held by each, and the dates when they became the owners of record thereof.

Section 4. Transfer of Shares. Transfers of shares of stock of the Corporation will be made on the stock records of the Corporation only upon authorization by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary, and on surrender of the certificate or certificates for such shares properly endorsed or accompanied by a duly executed stock transfer power and the payment of all taxes thereon. The person in whose name shares of stock stand on the record of the Corporation will be deemed the owner thereof for all purposes as regards the Corporation. Whenever any transfers of shares are made for collateral security and not absolutely and written notice thereof is given to the Secretary, such fact will be noted in the stock records.

Section 5. Regulations. The Board may make such additional rules and regulations, not inconsistent with these By-Laws, as it may deem expedient concerning the issue, transfer and registration of certificates for shares of stock of the Corporation. It may appoint or authorize any officer or officers to appoint one or more transfer agents and one or more registrars and may require all certificates for shares of stock to bear the signature or signatures of any of them.

Section 6. Fixing of Record Date.

(1) The Board may fix in advance, a date not more than sixty nor less than ten days before the date then fixed for the holding of any meeting of the shareholders or before the last day on which the consent or dissent of the shareholders may be effectively expressed for any purpose without a meeting, as the time as of which the shareholders entitled to notice of and to vote at such meeting or whose consent or dissent may be expressed for any purpose, will be determined. All persons who were shareholders of record of voting stock at such time, and no others, will be entitled to notice of and to vote at such meeting or to express their consent, as the case may be. The Board may fix, in advance, a date not more than fifty nor less than ten days preceding the date fixed for the payment of any dividend or the making of any distribution of the allotment of rights to subscribed for securities of the Corporation, or for the delivery of evidences of rights to subscribed for securities of the Corporation, or for the delivery of evidences of rights or evidences of interests arising out of any change, conversion or exchange of capital stock or other securities, as the record date for the determination of the shareholders entitled to receive any such dividend, distribution, allotment, rights or interests, and in such case, only the shareholders of record at the time so fixed will be entitled to receive such dividend, distribution, allotment, rights of interests.

(2) If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice or to vote at a meeting of shareholders or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board declaring such dividend is adopted, as the case may be, will be the record date for such determination of shareholders.

(3) When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination will apply to any adjournment thereof, unless the Board fixes a new record date under this section for the adjourned meeting.

Section 7. Lost, Destroyed or Mutilated Certificates. The holder of any certificate representing shares of stock of the Corporation must immediately notify the Corporation of any loss, destruction or mutilation of such certificate, and the Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it which the owner thereof alleges to have been lost, destroyed or mutilated, and the Board may, in its discretion, require such owner or his legal representatives to give to the Corporation a bond in such sum, limited or unlimited, and in such form and with such surety or securities as the Board, in its absolute discretion may determine, to indemnify the Corporation against any claim that may be made against it on account of the alleged loss or destruction of any such certificates, or the issuance of such new certificate. Anything herein to the contrary notwithstanding, the Board, in its absolute discretion, may refuse to issue any such new certificate, except pursuant to legal proceedings under the laws of the State of Florida.

Section 8. Information to Shareholders and Others. Any person who has been a shareholder of record of the Corporation for at least six months immediately preceding his demand, or any person holding or thereunto authorized by the holders of at least five percent of the outstanding shares of stock of the Corporation:

(a) will, upon at least five days' written demand to the Corporation, have the right to examine in person or by agent or attorney during usual business hours, its minutes of the proceedings of its shareholders and its record of shareholders and to make extracts therefrom subject, however, to compliance by such person with such rules and regulations, not inconsistent with statute, as the Board may prescribed; and

(b) will, upon at least five days' written request to the Corporation, be furnished by the Corporation with its balance sheet and profit and loss statement for the Corporation's fiscal year last preceding such request (or if such balance sheet and profit and loss statement have not been prepared at the date of such request, the Corporation will prepare them within a reasonable time thereafter and furnish them to such shareholder), together with the Corporation's most recent interim balance sheet and profit and loss statement, if any, that have been distributed to its shareholders or otherwise made available to the public. Within two business days after written demand to the Corporation by any shareholder (or by any other person entitled to make such demand pursuant to statute) to inspect a current list of the directors and officers of the Corporation, the Corporation will, for a period of one week, make such a list available for inspection at its principal office during regular business hours.

Section 9. Stock Transfer Restriction. Intentionally Deleted.

ARTICLE IX Dividends

Section 1. Dividends upon the capital stock of the Corporation, subject to any provision of the certificate of incorporation relating thereto may be declared by the Board at any regular or special meeting pursuant to law.

Section 2. Before payment of any dividend, there may be set aside out of the net profits of the Corporation available for dividends, such sum or sums as the Board, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the Board thinks conducive to the interests of the Corporation and the Board may modify or abolish any such reserve in the manner in which it was created.

ARTICLE X Contracts with Directors and Officers

No contract or other transaction between the Corporation and any other corporation and no other act of the Corporation will, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors or officers of the Corporation are directors, officers or stockholders of such other corporation or are pecuniarily or otherwise interested in such other corporation or in such contract or other transaction or in such act of the Corporation. Any director of the Corporation individually, or any firm or association of which any director may be a member, or any corporation of which he may be a director, officer or stockholder, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact he, individually, or such firm, association or corporation in such a party, or is so interested, is disclosed or known to the Board or a majority of its members. Any director of the Corporation who is also a director or officer of another corporation or who is interested individually, or is a member of any firm or association or is a director, officer or stockholder of any corporation which is a party to such contract or other transactions, or is so pecuniarily or otherwise interested, may be counted in determining the existence of a quorum at any meeting of the Board which authorizes that contract or transactions, and may vote to authorize or ratify any such contract or transaction, with like force and effect as if he were not so interested. Any director of the Corporation may vote upon any contract or other transaction

between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director, officer or stockholder of such subsidiary or affiliated corporation.

No transaction between the Corporation and any of its stockholders will, in the absence of fraud, be invalidated or otherwise affected by the fact that such stockholders are pecuniarily or otherwise interested in such contract or other transaction.

**ARTICLE XI
Indemnification**

The Corporation hereby indemnifies its directors and officers and their heirs, executors and administrators to the full extent permitted by the Florida General Corporation Act.

**ARTICLE XII
Amendments**

These By-Laws may be amended or repealed, or new By-Laws may be adopted, at any annual or special meeting of the shareholders, by vote of the shareholders entitled to vote in the election of directors; provided, however, that the notice of such meeting provides notice that amendment or repeal of these By-Laws, or the adoption of new By-Laws, is one of the purposes of such meeting.

**ARTICLE XIII
Unreasonable Compensation**

Any payments made to an officer of the Corporation such as salary, commission, bonus, interest or rent or entertainment expense incurred by him which are disallowed in whole or in part as a deductible expense by the Internal Revenue Service will be reimbursed by such officer to the Corporation to the full extent of such disallowance. It is the duty of the Board to enforce payment of each such amount disallowed. In lieu of payment by the officer, appropriate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

**ARTICLE XIV
Loans**

No loans may be contracted on behalf of the Corporation, and no evidences of indebtedness may be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

ARTICLE XV
Long-Term Employment Contracts

The Board may authorize the Corporation to enter into employment contracts with any officer for periods longer than one (1) year and any Article or By-Law provision of annual election will be without prejudice to such contract rights of the officer under such contract.

ARTICLE XVI
Loans to Officers

The Corporation may lend money to, guarantee any obligation of, or otherwise assist any officer of the Corporation, or of a subsidiary, including any officer who is a director of the Corporation, whenever, in the judgment of the directors, such loan, guaranty or assistance may reasonably be expected to benefit the Corporation. The loan, guaranty or other assistance may be with or without interest, and may be unsecured, or secured in such manner as the Board approves including, without limitation, a pledge of shares of stock of the Corporation.

ARTICLE XVII
Deadlock

Should deadlock, dispute or controversy arise among the shareholders or directors of the Corporation in regard to matters of management and policy or matters arising under the provisions of the Articles of Incorporation, and should the deadlock continue for a period in excess of thirty (30) days, the matter will be submitted to arbitration. Should the shareholders or directors be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability of this provision will be determined by the arbitrator. Notice will be given by the objecting or dissenting shareholder(s) or director(s) that such deadlock exists within fifteen (15) business days of such deadlock, by certified mail, postage prepaid, addressed to the remaining director(s) and shareholder(s) at the addresses listed on the corporate books. The shareholders or directors, as the case may be, will then select an arbitrator. The shareholders reserve the right to replace the arbitrator by unanimous vote of the shares outstanding and entitled to vote.

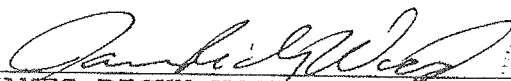
Should the shareholders be unable to select an arbitrator or a successor arbitrator, the deadlock will be resolved in accordance with the Florida Arbitration Code, Section 682 of the Florida Statutes.

The decision of the arbitrator will be final and binding upon all parties. The shareholders will vote their shares as the arbitrator directs.

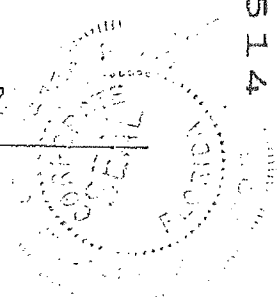
To enforce these provisions, the arbitrator may obtain an injunction from a court having jurisdiction to direct the shareholders to vote as the arbitrator has determined.

After arbitration and settlement, should matters in controversy continue to arise, the arbitrator may determine when arbitration no longer is reasonable to resolve the deadlock, and the parties may seek judicial relief.

ADOPTED ON October 5, 1995.



JAMES RICKY WOOD,
President of SWEETBRIAR OF
ORANGE PARK, INC.,
a Florida corporation



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