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April 18, 2000

Florida Department of State
Filing Division for L.L.C.'s
409 East Gaines Street
Tallahassee, Florida 32399

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Re: **McKee & Gray Homes, L.L.C.**

Dear Sir or Madam:

Please find enclosed the following documents for filing with the Secretary of State:

1. Articles of Organization of **McKee & Gray Homes, L.L.C.**, with Designation of Registered Agent (Original and two Copies).
2. Check in the amount of \$155.00 which covers the filing fee cost of \$125.00 and one (1) Certified Copies at \$30.00.

Please contact me at the office if you have any questions or problems with the enclosed document. I can be reached at 800-365-4396. Thank you for your assistance in this matter.

Sincerely,

Kathy

Katheryn O. Terwilliger
Paralegal to D. Michael Chesser

/kt
Enclosures

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00 MAR 19 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

McKee & Gray Homes, L.L.C.

The undersigned, 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, do set forth the following:

ARTICLE I - NAME

The name of this limited liability company is **McKee & Gray Homes, L.L.C.**, (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the first to occur of the following:

- (i) Forty (40) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

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TALLAHASSEE, FLORIDA

ARTICLE III - PURPOSE

The purpose for the Company is to build houses and other buildings and to invest in both real and personal property. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY

The mailing address and street address of the initial principal office in Florida for the Company is c/o John L. McKee, 292 Kidd Road, DeFuniak Springs, Florida 32433.

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is John L. McKee, 292 Kidd Road, DeFuniak Springs, Florida 32433.

ARTICLE VI - ADDITIONAL MEMBERS

An interest of a Member of the Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee or assignee of the interest of such Member shall have no right to participate in the management of the business and affairs of the Company or to become a Member and in such case the transferee or assignee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which the transferee Member would otherwise be entitled.

ARTICLE VII - CONTINUITY OF BUSINESS

The Company will continue despite the death, retirement, resignation, expulsion or bankruptcy of a Member in the Company.

ARTICLE VIII - MANAGEMENT

The Company is to be managed by **John L. McKee and Lynn R. Gray**. The name and address of the initial operating manager who is to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is John L. McKee.

ARTICLE IX - INDIVIDUALS FORMING COMPANY

The name and address of the Members forming this Company is as follows:

- Lynn R. Gray, PMB 108, 13 N.E. Eglin Parkway, Ft. Walton Beach, FL 32548
- John L. McKee, 292 Kidd Rd., DeFuniak Springs, FL 32433

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IN WITNESS WHEREOF, the undersigned have executed these Articles on the 13th day of April 2000, as the Members of the Company identified above.

Lynn R. Gray
Member: Lynn R. Gray
Date: _____

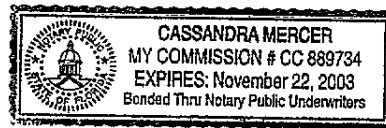
John L. McKee
Member: John L. McKee
Date: _____

STATE OF FLORIDA
COUNTY OF OKALOOSA

On this 12th day of April, 2000, before me personally appeared **Lynn R. Gray**, the authorized representative of the Members of the Company, a Florida Limited Liability Company to be formed, to me personally known or who produced his Florida drivers license as identification, to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

Cassandra Mercer
Notary Public
My Commission Expires:



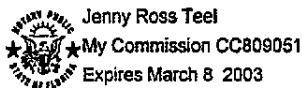
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

On this 13th day of April, 2000, before me personally appeared **John L. McKee**, the authorized representative of the Members of the Company, a Florida Limited Liability Company to be formed, to me personally known or who produced his Fla. drivers license as identification, to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.


IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

Jenny Ross Teel
Notary Public
My Commission Expires:



ACCEPTANCE BY THE REGISTERED AGENT

I, John L. McKee, hereby accept appointment as Registered Agent for the Limited Liability Company, **McKee & Gray Homes, L.L.C.**, and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 13th day of April 2000.



John L. McKee, Registered Agent

THIS INSTRUMENT PREPARED BY:
D. Michael Chesser
1201 Eglin Parkway
Shalimar, FL 32579

kt\corporations\ECOM of Emerald Coast LLC\Articles of Organization

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