

**L00000007591**  
MCDONALD, FLEMING, MOORHEAD, FERGUSON, GREEN & SMITH, LLP

ATTORNEYS AT LAW  
4300 BAYOU BOULEVARD, SUITE 13  
PENSACOLA, FLORIDA 32503-2671

SUZANNE BLANKENSHIP+  
MICHAEL L. FERGUSON\*†  
EDWARD P. FLEMING  
WILLIAM J. GREEN  
BRUCE A. MCDONALD\*  
STEPHEN R. MOORHEAD\*\*  
J. D. SMITH\*  
PAUL A. WILSON+

TELEPHONE (850) 477-0660  
FACSIMILE (850) 477-1730  
www.pensacolalaw.com

+Also Admitted in Alabama  
\*\*Board Certified Real Estate  
\*Board Certified Business Litigation  
☆Brigadier General, U.S. Army (Ret.)  
†Also Admitted in District of Columbia

REPLY TO: PAUL A. WILSON  
pawilson@pensacolalaw.com

June 21, 2000

600003301726--4  
-06/22/00--01094--001  
\*\*\*\*158.75 \*\*\*\*155.00

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Bel Air Investments, L.L.C.

Gentlemen:

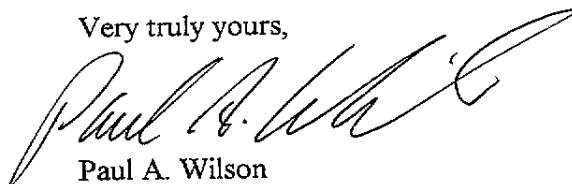
Enclosed herewith is an original and one copy of Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above-named limited liability company. Also enclosed is an original Certificate of Conversion of Bel Air Investments, a Florida General Partnership to Bel Air Investments, L.L.C., a Florida Limited Liability Company. Enclosed is a check in the sum of \$158.75 representing the following fees:

|                           |                 |
|---------------------------|-----------------|
| Filing fee                | \$100.00        |
| Registered Agent Fee      | 25.00           |
| Certificate of Status     | 8.75            |
| Certificate of Conversion | 25.00           |
| <b>TOTAL</b>              | <b>\$158.75</b> |

Please file the original of the enclosed Articles of Organization, Designation, and Certificate of Conversion and return a copy to the undersigned.

Please do not hesitate to contact me should you have any questions.

Very truly yours,



Paul A. Wilson

PAW/blb  
Enclosures  
cc: Mr. Gary Tippens

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DIVISION OF CORPORATIONS  
00 JUN 22 AM 9:24

**CERTIFICATE OF CONVERSION**  
**OF**  
**Bel Air Investments, a Florida General Partnership, —**  
**TO**  
**Bel Air Investments, L.L.C., a Florida Limited Liability Company**

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**ARTICLE I — Prior Name:**

The name of the Florida General Partnership immediately prior to the filing of this Certificate Of Conversion was Bel Air Investments.

**ARTICLE II — Jurisdiction and Date of Formation:**

Oaks Townhouse Partnership n/k/a Bel Air Investments was formed in Florida on June 22, 1995.

**ARTICLE III — L.L.C. Name:**

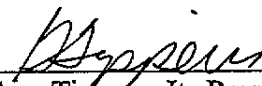
The name of the limited liability company as set forth in the articles of organization is Bel Air Investments, L.L.C.

**ARTICLE IV — Effective Date of Conversion:**

The conversion evidenced by this certificate shall be effective upon the filing of this certificate of conversion or the articles of organization, whichever occurs last.

IN WITNESS WHEREOF, I have signed this Certificate of Conversion under Fla. Stat. § 608.439, and acknowledged it to be my act this 21 day of JUNE, 2000.

EP Investments, Inc., a Florida corporation,

  
By: Gary Tippens, Its President

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DIVISION OF CORPORATIONS  
00 JUN 22 AM 9:24

**ARTICLES OF ORGANIZATION  
OF  
Bel Air Investments, L.L.C.**

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**ARTICLE I — Name:**

The name of the limited liability company (hereinafter referred to as the "Company") is Bel Air Investments, L.L.C.

**ARTICLE II — Address:**

The mailing address and street address of the principal office of the Company is:

4400 Bayou Boulevard, Ste 6B, Pensacola, Florida 32503

**ARTICLE III — Duration:**

The Company shall be effective on June 21, 2000, and its duration shall be perpetual.

**ARTICLE IV — Management:**

The Company is to be managed by the members and the names and addresses of the initial Managing Members are:

EP Investments, Inc. - 4400 Bayou Blvd. Ste 6B, Pensacola, FL 32503  
Gardener Holding Company, Inc. - 4400 Bayou Blvd. Ste 6B, Pensacola, FL 32503  
Jerry Webb - 3194 W. Nine Mile Rd., Pensacola, FL 32514  
Bettie Webb - 3194 W. Nine Mile Rd., Pensacola, FL 32514

**ARTICLE V — Registered Agent:**

The name of the company's initial registered agent in Florida is Stephen R. Moorhead. The address of the company's initial registered office in Florida is 4300 Bayou Blvd., Suite 13, Pensacola, Florida 32503.

**ARTICLE VI — Admission of Additional Members:**

Members of the company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of membership unit holder(s), and the membership unit holders shall determine the amount and nature of contributions by new members at the time the new members are admitted.

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**ARTICLE VII — Members' Rights to Continue Business:**

The right, if given, of the remaining member(s) of the limited liability company to continue the business on 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 limited liability company shall be:

The remaining member(s) of the company have the right to continue the business on 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 limited liability company.

**ARTICLE VIII — Limitation on Agency Authority of Members:**

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member. Members only have authority as set out in the Operating Agreement of Bel Air Investments, L.L.C.

**ARTICLE IX — Limited Liability:**

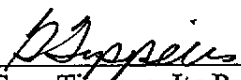
Pursuant to Section 608.424 of the Florida Limited Liability Company Act, the members shall not be personally liable for any debt, obligation, or liability of the Company regardless of whether the company or its members observe the usual company formalities or requirements relating to the exercise of its Company powers or management.

**ARTICLE X — Additional Provisions:**

The power to adopt, alter, amend, or repeal the regulations of the company is vested entirely in the members listed in Article IV.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 21 day of JUNE, 2000.

EP Investments, Inc., a Florida corporation,

  
By: Gary Tippens, Its President

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/  
REGISTERED OFFICE  
OF  
Bel Air Investments, L.L.C.**

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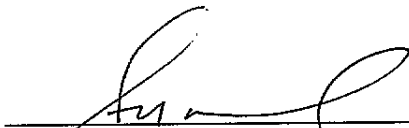
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Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

- (1) The name of the limited liability company is **Bel Air Investments, L.L.C.**
  
- (2) The name and address of the registered agent and office is: Stephen R. Moorhead, 4300 Bayou Blvd., Suite 13, Pensacola, Florida 32503.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this 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.

Dated: June 21, 2000

  
\_\_\_\_\_  
Stephen R. Moorhead