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THOMAS SALE, JR.
Attorney and Counsellor at Law

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602 HARRISON AVENUE
MAIL ADDRESS, P.O. BOX 428
PANAMA CITY, FLORIDA 32402

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July 18, 2003

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: HEAD LAND, BAY COUNTY, LLC

Gentlemen:

Enclosed are an original and one copy of HEAD LAND, BAY COUNTY, LLC. Please return a certified copy.

Also enclosed is my check in the amount of \$155.00 for the filing fee.

If anything further is needed, please call me collect at the above number. Thank you.

Very truly yours,



Thomas Sale, Jr.

TSJr/km

Enclosures

cc: Mr. William M. Head

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ARTICLES OF ORGANIZATION
OF
HEAD LAND, BAY COUNTY, LLC.

The undersigned forms a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be HEAD LAND, BAY COUNTY, L.L.C. and its principal office shall be located at 17760 Back Beach Road, Panama City Beach, County of Bay, State of Florida, 32413, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. Above is also the mailing address of the limited liability company.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers and purposes by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

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3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts or business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited

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liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which this limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV
MANAGEMENT

The limited liability company is to be managed by a manager whose name and address is:

William M. Head
17760 Back Beach Road
Panama City Beach, FL 32413

ARTICLE V
MEMBERS AT TIME OF FORMATION

There is one member at the time of formation who is:

William M. Head
17760 Back Beach Road
Panama City Beach, FL 32413

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ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on a unanimous consent of the remaining members.

ARTICLE VII
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VIII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members as of December 31st of each year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the

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business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE IX
DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE X
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 17760 Back Beach Road, Panama City Beach, Florida 32413, County of Bay, and the name of the company's initial registered agent at that address is WILLIAM M. HEAD. The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of HEAD LANDS, BAY COUNTY, LLC.

Executed by the undersigned this 16 day of July, 2003.

William M. Head
William M. Head

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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

STATE OF FLORIDA
COUNTY OF BAY

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is HEAD LANDS, BAY COUNTY, LLC.

The name of the registered agent for HEAD LANDS, BAY COUNTY, LLC. is WILLIAM M. HEAD, and the street address of the company's principal office where the agent is located is 17760 Back Beach Road, Panama City Beach, Florida 32413.

This statement is to acknowledge that, as indicated above, HEAD LANDS, BAY COUNTY, LLC, has appointed WILLIAM M. HEAD as its registered agent to accept service of process for the company at the place designated above this certificate. I accept this 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.

William M Head
William M. Head

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared WILLIAM M. HEAD, who is personally known to me, and who acknowledged before me his execution of same for the reasons therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of July, 2003.



Official Seal
KATHY L. MORRISON
Notary Public, State of Florida
My Comm. Expires Sept. 29, 2004
No. 00081905

Kathy L Morrison
Notary Public
My commission expires:

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