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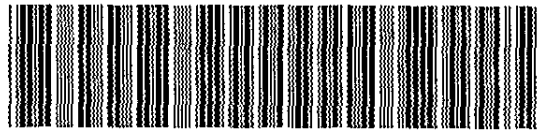
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RA acceptance

LEITMAN, SIEGAL & PAYNE, P. C.

ATTORNEYS AT LAW

(205) 251-5900

FACSIMILES

(205) 323-2098 (205) 323-2197

F. DON SIEGAL
EDDIE LEITMAN
JACKSON M. PAYNE
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PHILLIP G. STUTTS
SIDNEY T. PHILIPS
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SUZANNE PAULSON
JOHN JOSEPH KUBISZYN*
W. HAROLD PARRISH, JR.
CHRISTOPHER R. HOOD
R. LINK LOEGLER
JIM H. WILSON**

400 LAND TITLE BUILDING
600 NORTH 20TH STREET
BIRMINGHAM, ALABAMA 35203

June 11, 2004

*ALSO ADMITTED IN TENNESSEE
**ALSO ADMITTED IN GEORGIA

Florida Department of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: *P & N Callaway-II, LLC*

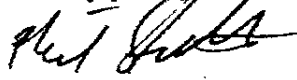
Dear Sir/Madam:

The enclosed Articles of Organization and fee of \$155 are submitted for filing. Please return a certified copy of the Articles and all correspondence concerning this matter to the following:

Phillip G. Stutts, Esquire
LEITMAN, SIEGAL & PAYNE, P.C.
Land Title Building, Suite 400
600 20th Street North
Birmingham, Alabama 35203

For further information concerning this matter, please call Phil Stutts at (205) 251-5900.

Sincerely yours,


Phillip G. Stutts

PGS/lkm
Enclosures

cc: Mr. Richard E. DuBose

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SECRETARY OF STATE
TALLHASSEE, FLORIDA
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 17, 2004

PHILLIP G. STUTTS, ESQ.
LEITMAN SIEGAL & PAYNE, P.C.
600 20TH STREET NORTH
BIRMINGHAM, AL 35203

SUBJECT: P & N CALLAWAY II, LLC
Ref. Number: W04000023384

We have received your document for P & N CALLAWAY II, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 804A00040497

ARTICLES OF ORGANIZATION

OF

P & N CALLAWAY II, LLC

The undersigned, for the purpose of forming and establishing a limited liability company under the laws of the State of Florida and pursuant to the provisions of the Florida Limited Liability Company Act, Florida Statutes, §§ 608.401 through 608.703, (the "Act") and all amendments thereto, certifies as follows:

1. The name of the limited liability company (the "Company") is: P & N Callaway II, LLC.
2. The mailing and street address of the principal office of the Company is 402 Office Park Drive, Suite G-115, Birmingham, Alabama 35223.
3. The name and the Florida street address of the registered agent of the Company are CT Corporation Systems, 1200 South Pine Island Road, Plantation, Florida 33324.
4. The existence of the Company shall begin on the date of the filing of these Articles of Organization in the Florida Department of State, and shall be perpetual, unless the Company shall be earlier dissolved (a) by the written approval of seventy-five percent (75%) or more of the Members, determined on a per capita basis, or (b) as may be required by the Act.
5. The purpose of the Company is to purchase, develop, operate and own certain realty in Callaway, Florida (the "Real Estate"), together with such other activities as may be necessary or advisable in connection with the ownership of the Real Estate. The Company shall exercise all powers necessary to or reasonably connected with the Company's business that may be legally exercised by limited liability companies under the Act. Notwithstanding anything contained herein to the contrary, the Company shall not engage in any business, and it shall have no purpose, unrelated to the Real Estate and shall not acquire any real property or own assets other than those related to the Real Estate and/or otherwise in furtherance of the purposes of the Company.

The undersigned, in accordance with the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 9th day of June, 2004.

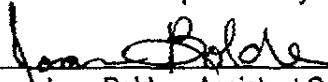

Richard E. DuBose, Member

**Registered Agent & Office
For
P & N Calloway II, LLC**

C T Corporation System, 1200 South Pine Island Road, Plantation, FL 33324

Having been named as registered agent and to accept service of process for the above stated 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 as provided for in Chapter 608, Florida Statutes..

C T Corporation System

By: 
Joan Bolden, Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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