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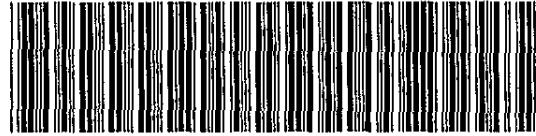
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**HARMON & SLOAN, P.A.**

ATTORNEYS AND COUNSELORS AT LAW  
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PANAMA CITY, FLORIDA 32402-2327

DANIEL HARMON III  
TIMOTHY J. SLOAN \*  
\*ALSO MEMBER OF  
DISTRICT OF COLUMBIA  
AND MISSOURI BARS

TELEPHONE (850) 769-2501  
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February 4, 2005

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Overton Properties, LLC

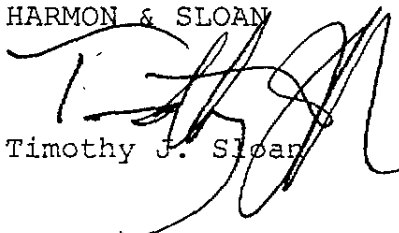
Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization of the above referenced corporation, together with the Acceptance of Registered Agent and a check in the amount of \$125.00 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Very truly yours,

HARMON & SLOAN

  
Timothy J. Sloan

TJS/sh  
Enc. as stated

**ARTICLES OF ORGANIZATION  
OF  
OVERTON PROPERTIES, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming 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.

We further declare that the following Articles will 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 OVERTON PROPERTIES, LLC, and its mailing address shall be P.O. Box 28411, Panama City Beach, Florida 32411 and its principal office shall be located at 107 Legend Lakes Drive, Panama City Beach, Florida 32408, but it shall have the power and authority to establish branch offices at any other place or places as their members may designate.

**ARTICLE II**

**Purposes and power.** This limited liability company shall be authorized to engage in any activity or business authorized by the laws of the State of Florida. In facilitation of that general grant of power and purpose, by way of illustration and not limitation, the limited liability company is authorized to do the following:

1. To own, sell, transfer, convey, mortgage, pledge or encumber any real or personal property.
2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.
3. To engage in any business in any lawful business allowed under the laws of the State of Florida or any other state in which this limited liability company does business.
4. 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 going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida or any other state in which this limited liability company does business.

### ARTICLE III

**Management.** This limited liability company is to be managed by one or more managers and the name(s) and address(es) of the initial managers who are to serve as managers are:

James M. Overton  
107 Legend Lakes Drive  
P.O. Box 28411  
Panama City Beach, FL 32411

Lee E. Overton  
242 East Winds Drive  
Alpine, AL 35014

The business and affairs of this limited liability company shall be managed by its designated manager or managers, subject to authorization by some or all of the members as may be more fully set forth in the Operating Agreement of this limited liability company. The salary and other compensation of any manager shall be fixed from time to time by the members. Any manager may be removed at any time, with or without cause, by a vote of the membership as required by the Operating Agreement of the limited liability company.

### ARTICLE IV

**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 by unanimous written consent of all of the 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 member(s) shall have the right to continue the business upon unanimous consent of the remaining members.

**ARTICLE V**

**Duration.** This limited liability company shall exist perpetually from the date of filing until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

**ARTICLE VI**

**Initial registered agent.** The name and address of the initial registered agent of the limited liability company is:

Timothy J. Sloan  
427 McKenzie Avenue  
Panama City, Florida 32401


The undersigned, being the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of OVERTON PROPERTIES, LLC.

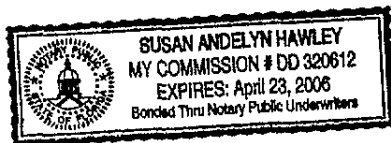
Executed this 3rd day of February, 2005.

  
JAMES M. OVERTON

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this 3 day of February, 2005, personally appeared JAMES M. OVERTON, to me known to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

  
NOTARY SIGNATURE



ACCEPTANCE OF DESIGNATION  
OF REGISTERED AGENT OF  
OVERTON PROPERTIES, LLC

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

  
\_\_\_\_\_  
TIMOTHY J. SLOAN

Date: February 3, 2005.