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KARL W. BOYLES, JR.
ATTORNEY AND COUNSELOR AT LAW

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PENSACOLA, FLORIDA 32591-3464

December 22, 1998

123 S. PALAFOX PLACE
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/24/98--01017--018

****337.50 ****293.75

Re: PUGH FAMILY LIMITED LIABILITY COMPANY

Dear Sir:

CM

Enclosed is an original and one (1) copy.

Filing fee for Articles of Organization of Florida Limited Liability Company is enclosed as follows:

\$250.00 Filing Fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent
\$ 52.50 Certified Copy

Yours very truly,



KARL W. BOYLES, JR.

FILED
99 DEC 24 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KWBjr/dmt

Enclosures

FEDERAL EXPRESS

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Florida Limited Liability Company is PUGH FAMILY LIMITED LIABILITY COMPANY.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 121 New Warrington Road
Pensacola, FL 32506

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ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Until December 22, 2018 unless terminated sooner under the provision of Article VI below.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager who may be but is not required to be a member, and the name and address of such managers who is to serve as manager is:

**Ronald C. Pugh
31216 Woodland Way
Spanish Fort, Alabama 36527**

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

There shall be no additional members added without a unanimous consent of all members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, 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 rights of the remaining members to continue the business in the events above shall be limited and governed by the terms of the Pugh Family Limited Liability Company Operating Agreement.**

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

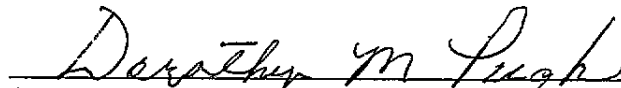
The undersigned member or authorized representative of a member of PUGH FAMILY LIMITED LIABILITY COMPANY deposes and says:

1. the above named Limited Liability Company has one member;
2. the total amount of cash contributed by the member is \$ 60,000.00
3. if any, the agreed value of property other than cash contributed by member is \$1,050,000.00

A description of the property is attached and made a part hereof.

4. the amount of cash or property anticipated to be contributed by member is \$1,110,000.00

This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member

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(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

EXHIBIT "A"

Commencing at the Northwest corner of Section 37, Township 2 South, Range 30 West, Escambia County, Florida; thence North 73°31'25" East and along the North line of said Section 37 for 841.70 feet for Point of Beginning; thence continue North 73°31'25" East along same course for 295.40 feet to the Southerly right of way line of Gregory Street (50' Private Roadway); thence North 83°47'26" East for 122.38 feet; thence South 16°28'35" East for 178.19 feet; thence North 73°31'25" East for 383.14 feet; thence South 82°47'08" East for 44.31 feet to the Westerly-right of way line of S.R. #295 (200' R/W); thence South 03°56'45" West for 148.0 feet to the centerline of a 30.0 feet drainage easement; thence South 78°53'05" West and along said centerline for 415.72 feet to the P.C. of a curve concave to the North and having a radius of 100.0 feet; thence along the arc line of said curve a distance of 40.37 feet; thence North 77°58'53" West for 400.78 feet; thence North 69°33" West for 23.62 feet; thence North 02°57'00" East for 106.65 feet to the Point of Beginning. LESS AND EXCEPT that portion that falls within the road right of way of a private road known as West Gregory Street. Being the Northerly portion of Parcel 'C' as recorded in Twin Oaks Villa Subdivision and recorded in Plat Book 8, at Page 89, of the Public Records of Escambia County, Florida.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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.

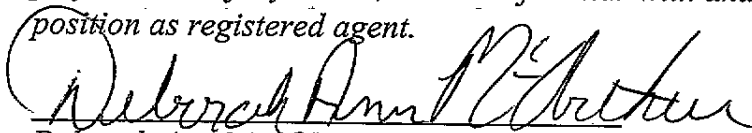
1. The name of the Limited Liability Company is PUGH FAMILY LIMITED
LIABILITY COMPANY

2. The name and address of the registered agent and office is:

DEBORAH ANN McARTHUR
3888 Paradise Bay Drive
Gulf Breeze, FL 32561

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*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.*


Deborah Ann McArthur

12/22/98

(Date)