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THOMAS SALE, JR.
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August 18, 1999.

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

000002865250--0

-08/20/99-01029-009

***337.50 ***337.50

W99-19679

Re: C & T INVESTMENTS, L.L.C.

Gentlemen:

Enclosed are an original and one copy of Articles of Organization, Affidavit of Membership and Contributions, and Certificate of Designation of Registered Agent/Registered Office for the subject limited liability company.

Also enclosed is my check for the filing fees in the amount of \$337.50, representing \$250.00 filing fee, \$35.00 designation of registered agent, and \$52.50 for the certified copy.

Please return a certified copy to the undersigned.

Very truly yours,

Thomas Sale, Jr. IK 8/31

Thomas Sale, Jr.

TSJr/km

Enclosures

cc: Mr. Frank Tillman

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AUG 20 1999
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 25, 1999

THOMAS SALE, JR.
PO BOX 426
PANAMA CITY, FL 32402

SUBJECT: C & T INVESTMENTS, L.L.C.
Ref. Number: W99000019679

We have received your document for C & T INVESTMENTS, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 999A00042594

9/1/99 10:39 AM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

C & T INVESTMENTS NORTHWEST FLORIDA, L.L.C.

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 C & T INVESTMENTS NORTHWEST FLORIDA, L.L.C., and its principal office shall be located at 1610 Tennessee Avenue, Lynn Haven, 32444, County of Bay, State of Florida, 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.
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 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 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 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:

Frank A. Tillman
1610 Tennessee Avenue
Lynn Haven, Florida 32444

ARTICLE V
MEMBERS AT TIME OF FORMATION

There are two members at the time of formation who are

Frank A. Tillman
1610 Tennessee Avenue
Lynn Haven, Florida 32444

Mr. Charles Cleckley
P. O. Box 182
Wewahitchka, FL 32465

ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of 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 two 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 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 1610 Tennessee Avenue, Lynn Haven, Florida 32444, County of Bay, State of Florida, and the name of the company's initial registered agent at that address is Frank A. Tillman.

The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of C & T INVESTMENTS NORTHWEST FLORIDA, L.L.C.

Executed by the undersigned this 30 day of August, 1999.

Frank A. Tillman
Frank A. Tillman

93 AUG 31 AM 10:39

RECEIVED
OFFICE OF THE
CLERK OF THE
SUPREME COURT
JUL 27 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF BAY

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of C & T INVESTMENTS NORTHWEST FLORIDA, L.L.C. deposes and says:

1. The limited liability company identified above has at least one member.

2. The total amount of cash contributed by the member is \$100.00.

3. If any, the agreed value of property other than cash contributed by the members is \$ N/A.

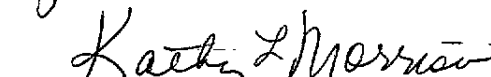
4. The total amount of cash or property anticipated to be contributed by the member is \$100.00. This total includes the amounts from 2 and 3 above.


Frank A. Tillman

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Frank A. Tillman, 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 30 day of August, 1999.


Notary Public

My commission expires:



Official Seal
KATHY L. MORRISON
Notary Public, State of Florida
My Comm. Expires Sept. 29, 2000
No. CC587628

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

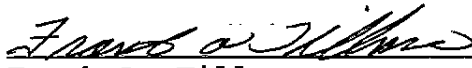
STATE OF FLORIDA
COUNTY OF BAY

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 C & T INVESTMENTS NORTHWEST FLORIDA, L.L.C.

The name of the registered agent for C & T INVESTMENTS NORTHWEST FLORIDA, L.L.C. is Frank A. Tillman, and the street address of the company's principal office where the agent is located is 1610 Tennessee Avenue, Lynn Haven, Florida 32444.

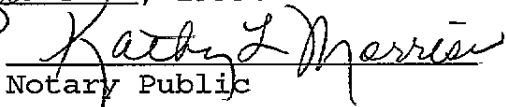
This statement is to acknowledge that, as indicated above, C & T INVESTMENTS NORTHWEST FLORIDA, L.L.C. has appointed Frank A. Tillman as its registered agent to accept service of process for the company at the place designated above this certificate. I accept this appointment as registered agent and 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.


Frank A. Tillman

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Frank A. Tillman, 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 30 day of August, 1999.


Notary Public

My commission expires:



Official Seal
KATHY L. MORRISON
Notary Public, State of Florida
My Comm. Expires Sept. 29, 2000
No. CC587628