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March 14, 2002

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

Re: C & T INVESTMENTS NORTHWEST FLORIDA L.L.C.

Gentlemen:

L99-5416
Enclosed are an original and one copy of Amended and Restated Articles of Organization for the subject company, along with Designation of Registered Agent following the death of its former agent. We will appreciate your filing same and returning a certified copy.

Also enclosed is check in the amount of \$55.00 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.

Thomas Sale, Jr.

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Enclosures

cc: Mrs. Jean Tillman

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF

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

The undersigned amends and restates the Articles serving as the Charter and authority for the conduct of business of the limited liability company formed under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of this limited liability companies for profit.

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 law of Florida.
2. In general, to carry on any and all lawful business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things 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

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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 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.

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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, and is to act through, its Managing Member whose name and address is:

Jean F. Tillman
1610 Tennessee Avenue
Lynn Haven, Florida 32444

ARTICLE V
MEMBERS AT TIME OF FORMATION

There are presently two members of the limited liability company who are:

Jean F. Tillman
1610 Tennessee Avenue
Lynn Haven, Florida 32444

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 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.

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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 or member shall have the right to continue the business upon unanimous consent of the remaining member(s).

ARTICLE VII CAPITAL CONTRIBUTIONS

Capital contribution in the amount of \$100.00 cash has been 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 profits and then the capital of the limited liability company. If these sources are insufficient to cover such losses, the members may upon unanimous decision contribute additional capital in equal shares, but shall not be otherwise required to do so.

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 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 registered agent at that address is Jean F. Tillman.

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DIVISION OF CORPORATIONS
SECRETARY OF STATE

The undersigned, being members of the limited liability company, certifies that this instrument constitutes the Amended and Restated Articles of Organization of C & T INVESTMENTS NORTHWEST FLORIDA, L.L.C.

Executed by the undersigned this 28 day of February, 2001.

Jean F. Tillman
Jean F. Tillman
Charles Cleckley
Charles Cleckley

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

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

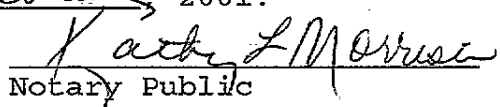
This statement is to acknowledge that, as indicated above C & T INVESTMENTS NORTHWEST FLORIDA, L.L.C. has appointed Jean Tillman as its registered agent to accept service of process for the company at the place designated above in this certificate, following the death of its former agent, Frank A. Tillman. The undersigned accepts this appointment as registered agent and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties. She acknowledges her familiarity with and accepts the obligation of the position as registered agent.


Jean F. 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 Jean F. Tillman, who is personally known to me, and who acknowledged before me her execution of same for the reasons therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of February, 2001.


Notary Public



Official Seal
KATHY L. MORRISON
Notary Public, State of Florida
My Comm. Expires Sept. 29, 2004
No. CC961905

My commission expires:

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