

Division of Corporations

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L99000003978

Florida Department of State

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

1104 Pearl, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 1, 1999

RICHARD P. PETERMANN
P.O. BOX 2379
FORT WALTON BEACH, FL 32549

SUBJECT: 1104 PEARL, L.L.C.
REF: W99000015322

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

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ARTICLES OF ORGANIZATION

OF

1104 PEARL, L.L.C.

ARTICLE I

Name

The name of the Limited Liability Company shall be **1104 PEARL, L.L.C.** ("Company"). The principal place of business of the Company in Florida shall be: 8499 Gulf Blvd., #1104, Navarre, Florida 32566. The mailing address of the Company is c/o Lewis Investment Company, Inc., 2140 11th Avenue South, Suite 405, Birmingham, Alabama 35205.

ARTICLE II

Duration

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III

Purposes and Powers

The general purpose for which the Company as organized is to acquire, own, develop, manage, and sell real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is Richard P. Petermann, 25 Walter Martin Road NE, Fort Walton Beach, Florida 32548.

This instrument prepared by:

Richard P. Petermann

Florida Bar #362956

SMITH, GRIMSLEY, BAUMAN,

PINKERTON, PETERMANN & WELLS

P.O. Box 2379

Fort Walton Beach, Florida 32549

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ARTICLE V
Capital Contribution

The members of the Company shall contribute to the capital of the Company the cash and property set forth as follows:

<u>Name</u>	<u>Capital Contribution</u>
James H. Lewis	\$ <u>241,000.00</u>

ARTICLE VI
Additional Capital Contributions

Any member shall make contributions but only upon the unanimous consent of all the members.

ARTICLE VII
Termination of Existence (Continuity of Life)

The Company shall continue its existence notwithstanding the death, interdiction, retirement, withdrawal, expulsion, or bankruptcy of one or more members, even if such member holds an interest exceeding 50% of the membership units, unless otherwise unanimously agreed by the remaining members.

ARTICLE VIII
Management (Management by Members)

The Company shall be managed by James H. Lewis, c/o Lewis Investment Company, Inc., 2140 11th Avenue South, Suite 405, Birmingham, Alabama 35205 in accordance with the regulations of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE IX
Affidavit of Membership and Contribution

STATE OF FLORIDA
COUNTY OF OKALOOSA

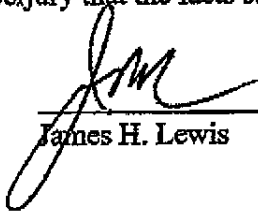
The undersigned, being duly sworn, deposes and certifies as follows:

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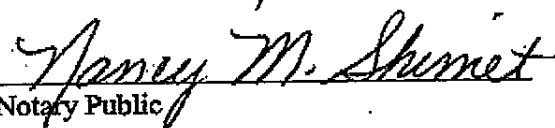
1. The above named Limited Liability Company has at least one member;
2. The total amount of cash contributed by the members is \$ 1,500.00;
3. The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$241,000.00.

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.

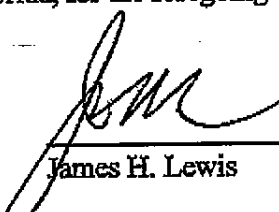

James H. Lewis

Sworn to and subscribed before me on the 1st day of July, 1999.





Notary Public

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Okaloosa County, Florida, for the foregoing uses and purposes this the 1st day of July, 1999.


James H. Lewis

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Company.


Richard P. Petermann
25 N.E. Walter Martin Road
Fort Walton Beach, Florida 32549