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LIMITED LIABILITY COMPANY

Mainstreet Crossroads, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
MAINSTREET CROSSROADS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be MAINSTREET CROSSROADS, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 6565 North "W" Street, Suite 260, Pensacola, Florida 32505.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Alan B. Brinkman, 30 South Spring Street, Pensacola, Florida 32501.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A" as cash that has been contributed by the members.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as

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shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These 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. The names and addresses of the members of the company are:

NAME	ADDRESS
Pensacola Realty Investments, L.L.C., a Florida Limited Liability Company <i>899-3814</i>	6565 North "W" Street Suite 260 Pensacola, Florida 32505
Northport Properties, Inc., <i>899-6244</i> a Florida Corporation	17 E. Main Street Pensacola, Florida 32501
Merrill Land Company, <i>895-94568</i> a Florida corporation	P. O. Box 710 Pensacola, Florida 32593

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Pensacola, Florida, on this 21 day of July, 1999.

PENSACOLA REALTY INVESTMENTS, L.L.C.

By: 

Neal B. Nash, Member

By: 

Michael E. Green, Member

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NORTHPORT PROPERTIES, INC.,
a Florida corporation

By: Brian K. Spencer

Brian K. Spencer, President

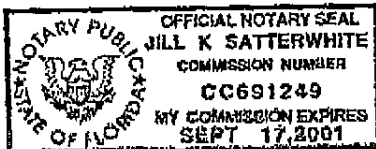
MERRILL LAND COMPANY

By: J. Collier Merrill

J. Collier Merrill, Vice-President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

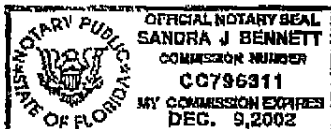
Sworn to and subscribed before me this 21 day of July, 1999,
by Neal B. Nash, as a member of Pensacola Realty Investments, L.L.C., on behalf of said
limited liability company, who (✓) is personally known to me or who () has produced
as identification.



Jill K. Satterwhite
NOTARY PUBLIC, STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 22nd day of July, 1999,
by Michael E. Green, as a member of Pensacola Realty Investments, L.L.C., on behalf of said
limited liability company, who (✓) is personally known to me or who () has produced
as identification.



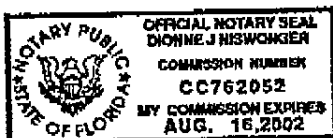
Sandra J. Bennett
NOTARY PUBLIC, STATE OF FLORIDA

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COUNTY OF ESCAMBIA

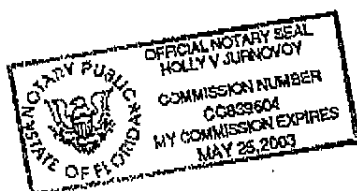
Sworn to and subscribed before me this 22nd day of July, 1999, by Brian K. Spencer, as president of Northport Properties, Inc., on behalf of said corporation, who (☒) is personally known to me or who (☐) has produced _____ as identification and who did not take an oath.



Dionne J. Hiswonger
NOTARY PUBLIC, STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 23rd day of July, 1999, by J. Collier Merrill, as Vice-President of Merrill Land Company, on behalf of said company, who (☒) is personally known to me or who (☐) has produced _____ as identification.



Holly V. Jurnovoy
NOTARY PUBLIC, STATE OF FLORIDA

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MAINSTREET CROSSROADS, L.L.C. deposes and says:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$25,500.00 (\$8,500.00 per member). The members may contribute additional cash in the amount of \$300,000 (\$100,000 per member) in the future.
3. No property other than cash has been contributed by member(s).
4. The total amount of cash or property anticipated to be contributed by member(s) is \$325,500. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: July 22, 1999

NORTHPORT PROPERTIES, INC.,
a Florida corporation

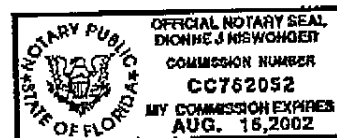
By: Brian K. Spencer
Brian K. Spencer, President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 22nd day of July, 1999, by Brian K. Spencer, as president of Northport Properties, Inc., on behalf of said corporation, who (X) is personally known to me or who () has produced as identification and who did not take an oath.

Dianne J. Wisniewski
NOTARY PUBLIC, STATE OF FLORIDA

This instrument was prepared by:
Jill K. Satterwhite, Esq. of
Emmanuel, Sheppard & Condon
30 South Spring Street
Pensacola, Florida 32501



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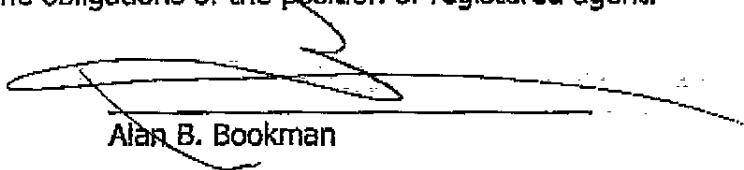
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of MAINSTREET CROSSROADS, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the herein stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Alan B. Bookman

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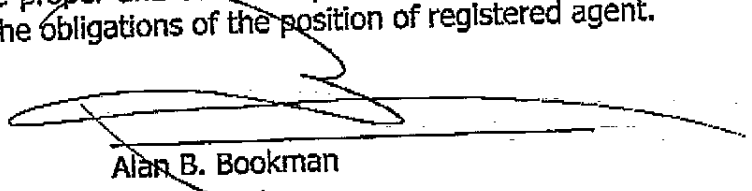
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P. 07/07

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of MAINSTREET CROSSROADS, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Alan B. Bookman

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