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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

12 Palafox Place, LLC

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MJH

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
✓ L.C. File Cert \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
✓ Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

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Signature \_\_\_\_\_

Requested by: LM 8/7 9:59

Name \_\_\_\_\_

Date \_\_\_\_\_

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Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
12 PALAFOX PLACE, LLC**

The undersigned, a member of this limited liability company formed under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (1999), adopt the following Articles of Organization for such limited liability company ("Company"):

**ARTICLE I**

Name

The name of the Company is 12 PALAFOX PLACE LLC.

**ARTICLE II**

Duration

The Company's existence shall begin on the date and time these Articles of Organization are filed by the Florida Department of State and shall be perpetual.

**ARTICLE III**

Principal Office and Mailing Address

The Company's mailing address and the street address of its principal office are:

Mailing address: P.O. Box 710  
Pensacola, FL 32593-0710

Street address: 226 Palafox Place  
Sixth Floor  
Pensacola, FL 32501

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**ARTICLE IV**

Initial Registered Agent

Lawrence C. Schill is the Company's initial registered agent. The mailing and street address for the registered agent is:

Mailing Address: P.O. Box 710  
Pensacola, Florida 32593-0710

Street Mailing Address: 226 Palafox Place  
Sixth Floor  
Pensacola, FL 32501

## **ARTICLE V**

### **Members**

The names and addresses of the three members of the Company, who constitute all of the members of the Company, are:

<u>Name</u>	<u>Address</u>
Willis C. Merrill, III	226 S. Palafox Place, Sixth Floor Pensacola, Florida 32501
Burney H. Merrill	226 S. Palafox Place, Sixth Floor Pensacola, Florida 32501
J. Collier Merrill	226 S. Palafox Place, Sixth Floor Pensacola, Florida 32501

## **ARTICLE VI**

### **Management**

Management of the Company shall be reserved to its members. The names and addresses of the three members, who constitute all the members of the Company, and who shall jointly manage the Company, are:

<u>Name</u>	<u>Address</u>
Willis C. Merrill, III	226 S. Palafox Place, Sixth Floor Pensacola, Florida 32501
Burney H. Merrill	226 S. Palafox Place, Sixth Floor Pensacola, Florida 32501
J. Collier Merrill	226 S. Palafox Place, Sixth Floor Pensacola, Florida 32501

**ARTICLE VII**  
**Other Provisions**

1. The members of the Company may admit additional members with the unanimous approval of all members.

2. The remaining member or members of the Company may continue the business of the Company on the death, retirement, 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 Company.

Dated this 4th day of August, 2000.

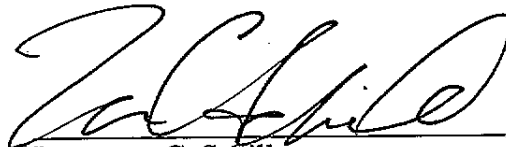


Lawrence C. Schill,  
Authorized Representative

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 4th day of August, 2000.



Lawrence C. Schill  
226 Palafox Place  
Sixth Floor  
Pensacola, FL 32501  
Registered Agent