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**LIMITED LIABILITY COMPANY**

Strategic Crossing Phase II, L.L.C.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
STRATEGIC CROSSING PHASE II, 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 STRATEGIC CROSSING PHASE II, L.L.C. ("Company").

**ARTICLE II - ADDRESS**

The street address of the principal office of the Company is 17 West Cedar Street, Suite 3, Pensacola, Florida 32501. The mailing address of the principal office of the Company is P. O. Box 12725, Pensacola, Florida 32501.

**ARTICLE III - 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 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. Bookman, 30 South Spring Street, Pensacola, Florida 32501.

**ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the consent of members holding a minimum of 75% interest in the Company.

This instrument was prepared by:  
Jill K. Satterwhite, Esq. of  
Ernmanuel, Sheppard & Condon  
30 South Spring Street  
Pensacola, Florida 32501  
(850) 433-6501  
Florida Bar No. 0095478

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**ARTICLE VI - 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 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 VII - TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member 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 VIII - MANAGEMENT**

The Company shall be managed by a manager or managers in accordance with the 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 name and address of the initial managers of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Neal B. Nash	6565 North W Street Suite 260 Pensacola, Florida 32501
John S. Carr	17 West Cedar Street Suite 3 Pensacola, Florida 32504
Eric J. Nickelson	3410 North 18 <sup>th</sup> Avenue Pensacola, Florida 32503

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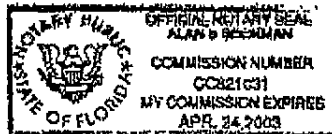
**IN WITNESS WHEREOF**, the undersigned Member has made and subscribed these Articles of Organization on this 9 day of January, 2001.

  
\_\_\_\_\_  
Neal B. Nash, Member

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 9<sup>th</sup> day of January, 2001, by Neal B. Nash, who  is personally known to me or who  has produced \_\_\_\_\_ as identification and who did not take an oath.

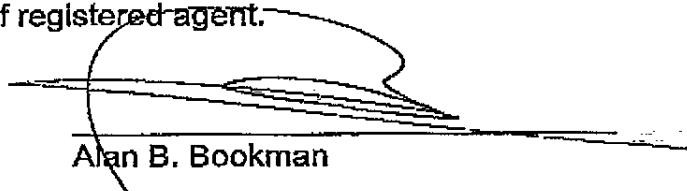
\_\_\_\_\_  
Notary Public



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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of Strategic Crossing Phase II, 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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