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COLBY PEEL, P.A.
ATTORNEY AT LAW

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1314 Jackson Avenue
Post Office Box 550
Chipley, Florida 32428

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Dianne S. Green, CLA
Certified Legal Assistant

E-Mail Address:
cpeel@digitalexp.com

December 22, 1999

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: WAL, L.C.

Dear Sir:

Enclosed is an original and one copy, each, of the Articles of Organization of WAL, L.C., a limited liability company, and the Certificate of Designation, designating the company's registered agent.

Our check in the amount of \$155.00, payable to the Department of State, is enclosed. This amount represents your filing fee and designation of registered agent fee of \$125 and the fee of \$30 for a certified copy. Please return the certified copy to our office at the above address.

Thank you for your assistance in this regard. Please contact our office should you have any questions.

Sincerely,


Colby Peel

Enclosures
\\WAL,LC\dos ltr

(AL)

c: Gene B. Williams
4423 Northshore Road
Lynn Haven, FL 32444

Jerome P. Leisz
Post Office Box 727
Vernon, FL 32462

99 DEC 23 AM 11:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION OF
WAL, L. C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **WAL, L.C.**, and its principal place of business shall be in the City of Lynn Haven, County of Bay, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth 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 to carry on, pursuant to the provisions of the 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 subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. 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 herein contained 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 a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of twenty-nine thousand eight hundred seventy-four dollars (\$29,874.00), cash, shall be paid to the limited liability company by the three (3) 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.

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ARTICLE IV PROFITS AND LOSSES

(a) Sharing of Profits. 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 as follows::

Gene B. Williams	33 1/3%
Jerome P. Leisz	33 1/3%
George T. Arthur	33 1/3%

The distributive share of the profits shall be determined and paid to the members as follows:

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE V LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and 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 VI DURATION

This limited liability company shall exist until January 1, 2029, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 4423 Northshore Road, in the City of Lynn Haven, County of Bay, State of Florida.

ARTICLE VIII MANAGEMENT

This limited liability company shall be managed by two (2) managers. The names(s) and address(es) of the person(s) who shall serve as such until the first annual meeting of members or until their successor(s) are as follows:

Gene B. Williams
4423 Northshore Road
Lynn Haven, FL 32444

Jerome P. Leisz
Post Office Box 727
Vernon, FL 32462

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**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 4423 Northshore Road, City of Lynn Haven, County of Bay, State of Florida, and the name of its initial registered agent at such address is Colby Peel.

**ARTICLE X
RESTRICTIONS AND MEMBERSHIP**

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 written consent of a majority of members.

Upon 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 shall have the right to continue the business upon unanimous consent of such remaining members.

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The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of WAL, L.C. Executed by the undersigned at 1314 Jackson Avenue, Chipley, Florida on December 6, 1999.

Gene B. Williams
GENE B. WILLIAMS

Jerome P. Leisz
JEROME P. LEISZ

Colby Peel
Colby Peel, Witness

Lora Fisher
Lora Fisher, Witness

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA
COUNTY OF WASHINGTON

SUBSCRIBED and acknowledged before me by GENE B. WILLIAMS AND JEROME P. LEISZ, on this 6th day of December, 1999.

Dianne S. Green
NOTARY PUBLIC
State of Florida at Large

MY COMMISSION NUMBER :

MY COMMISSION EXPIRES:



Dianne S. Green
MY COMMISSION # CC570042 EXPIRES
August 1, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

In compliance with Section 48.091 and Section 607.034, Florida Statutes, the following is submitted:

WAL, L.C., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Organization, at the City of Lynn Haven, County of Bay, State of Florida, has named **COLBY PEEL**, located at 1314 Jackson Avenue, Post Office Box 550, Chipley, Florida, 32428, as its Resident Agent to accept service of process within the State of Florida.

DATED this 6th day of December, 1999.

WAL, L.C.

By:




GENE B. WILLIAMS



JEROME P. LEISZ

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Having been named as the registered agent for the above corporation for the purposes of accepting service of process at the registered office designed in this certificate, I hereby accept such appointment and agree to act in such capacity. I hereby am familiar with and accept the duties and responsibilities as registered agent of such office as provided for in Florida Statute Section 607.0505. I agree to comply with the provisions of said Section relative to keeping open the registered office.



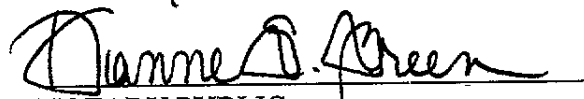
COLBY PEEL
Registered Agent

STATE OF FLORIDA
COUNTY OF WASHINGTON:

BEFORE ME, the undersigned authority, personally appeared **COLBY PEEL**, a person well known to me to be **COLBY PEEL**, who, by me first being duly sworn, did depose, and say that he is 18 years of age or more, sui juris, or otherwise competent to swear oaths and execute acknowledgments, and further that he has carefully read the foregoing and that each and every allegation contained therein is true, correct, and accurate.

Further Affiant sayeth not.

Sworn to and subscribed before me this 6th day of December, 1999.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



Dianne S. Green
MY COMMISSION # CC570042 EXPIRES
August 1, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

99 DEC 23 AM 11:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS