



THE UNITED STATES
CORPORATION
COMPANY

L00000000542

ACCOUNT NO. : 072100000032

REFERENCE : 549263 9138A

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Pizito

ORDER DATE : January 12, 2000

ORDER TIME : 2:28 PM

ORDER NO. : 549263-010

CUSTOMER NO: 9138A

400003096774--5

CUSTOMER: Elizabeth Walters, Esq
BURKE & BLUE, P.A.
BURKE & BLUE, P.A.
Post Office Box 70

Panama City, FL 32402

DOMESTIC FILING

NAME: SEACREST PROPERTIES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

JP 1400

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1501-11

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 12 PM 3:09

RECEIVED

00 JAN 12 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 12, 2000

CSC
ATTN: JANNA WILSON

SUBJECT: SEACREST PROPERTIES, L.L.C.
Ref. Number: W00000001031

We have received your document for SEACREST PROPERTIES, L.L.C. and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

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

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

If Wesley L. Burnham, Jr. is a member or an authorized representative of a member, he needs to state that by his signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 700A00001795

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00 JAN 12 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
SEACREST PROPERTIES, L.L.C.
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization.

ARTICLE I - NAME

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

ARTICLE II - ADDRESS

The mailing address and the principal office of the Company shall be 119 Euclid Avenue, Birmingham, Alabama 35213.

ARTICLE III - DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

Prepared by:
Elizabeth J. Walters, Esq. - Florida Bar #0049468
Burke & Blue, P.A.
P.O. Box 70
Panama City, FL 32402
(850) 769-1414
(850) 784-0857

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TALLAHASSEE, FLORIDA

ARTICLE IV - MANAGEMENT

The Company is to be managed by the members and the name and address of the managing member is:

NAME

Wesley L. Burnham, Jr.

ADDRESS

11212 Front Beach Road
Panama City Beach, FL 32407

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

Elizabeth J. Walters, Esq.
Burke & Blue, P.A.
221 McKenzie Avenue
Panama City, Florida 32401

00 JUN 12 4:06:29
SECRETARY OF STATE
FILED

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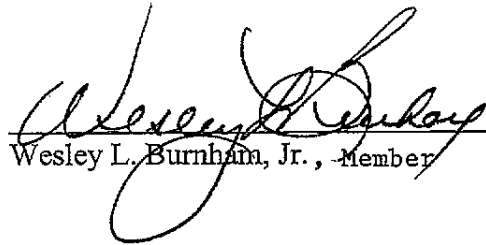
ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company may be assigned in whole or in part upon the unanimous consent of the Members of this Company. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operation Agreement of this Company.

ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, 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 pursuant to the Operating Agreement.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these articles of organization at Panama City, Bay County, Florida, on this 28th day of December, 1999.


Wesley L. Burnham, Jr., Member

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TALLAHASSEE, FLORIDA

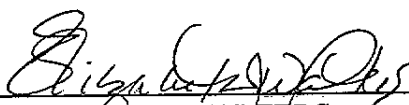
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that Seacrest Properties, L.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 119 Euclid Avenue, Birmingham, State of Alabama, 35213 has named Elizabeth J. Walters, located at 221 McKenzie Avenue, Panama City, County of Bay, State of Florida, 32401 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


ELIZABETH J. WALTERS

(Resident Agent)

APPROVED
AND
FILED
00 JAN 12 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA