

**LOO O O O O O O 1422**

Florida Department of State  
Division of Corporations  
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AL

LIMITED LIABILITY COMPANY

GEM, L.L.C.

RECEIVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**

**OF**

**GEM, 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 GEM, L.L.C. ("company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company is 17403 Front Beach Road, Panama City Beach, Florida 32413.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida are W. Gerald Hamm, Ledman & Hamm, P.A., 1007 Jenks Avenue, Panama City, Florida 32401.

W. Gerald Hamm  
Florida Bar No.: 0946605  
Ledman & Hamm, P.A.  
1007 Jenks Avenue  
Panama City, FL 32401  
(850) 763-1550  
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**ARTICLE V – CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company cash or property . . .

**ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

**ARTICLE VII – ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, 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 not transfer his interest in the company without the unanimous written consent of all of the members.

**ARTICLE VIII – MEMBERS' RIGHT TO CONTINUE BUSINESS**

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 unanimous vote 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:

John Hundley  
17403 Front Beach Road  
Panama City Beach, Florida 32413

James Hundley  
17403 Front Beach Road  
Panama City Beach, Florida 32413

Charles Hundley, Jr.  
17403 Front Beach Road  
Panama City Beach, Florida 32413

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Panama City, Florida, on February 4, 2000.

*[Signature]*  
John Hundley

*[Signature]*  
James Hundley

*[Signature]*  
Charles Hundley, Jr.

STATE OF FLORIDA  
COUNTY OF BAY

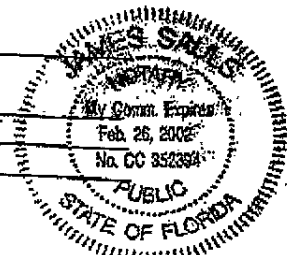
The foregoing Articles of Organization of GEM, L.L.C. was acknowledged before me this 4<sup>th</sup> day of February 2000, John Hundley, who (notary must check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification.

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*[Signature]*  
NOTARY PUBLIC

Print Name: \_\_\_\_\_  
Commission #: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



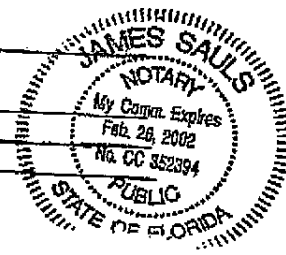
STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Organization of GEM, L.L.C. was acknowledged before me this 4<sup>th</sup> day of February 2000, James Hundley, who (notary must check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification.

*[Signature]*  
NOTARY PUBLIC

Print Name: \_\_\_\_\_  
Commission #: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



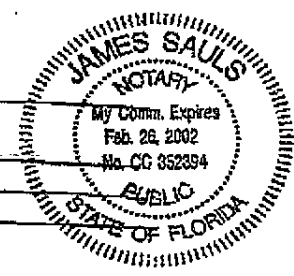
FAX AUDIT H00000005890 9

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Organization of GEM, L.L.C. was acknowledged before me this  
4<sup>TH</sup> day of February 2000, Charles Hundley, Jr., who (notary must check applicable box)

is personally known to me.  
 produced a current Florida driver's license as identification.  
 produced \_\_\_\_\_ as identification.

*James Saulo*  
NOTARY PUBLIC  
Print Name: \_\_\_\_\_  
Commission #: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



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DIVISION OF CONFIRMATIONS  
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

Under the provisions of F.S. 608.507, GEM, L.C.C. submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is GEM, L.L.C.
2. The name and street address of the registered agent in Florida are:

W. Gerald Hamm  
 Ledman & Hamm, P.A.  
 1007 Jenks Avenue  
 Panama City, Florida 32401

The undersigned, being the person named in the articles of organization of GEM, 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 accepts the obligations of the position of registered agent.

  
 W. Gerald Hamm, Registered Agent

FEB 08 11:00 AM  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS