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February 1, 2000

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Division of LLC
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

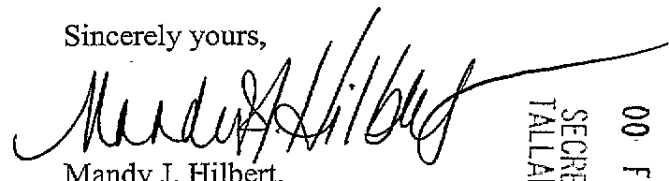
W-3491

Re: Moody & Laird, L.L.C.

To whom it may concern:

Enclosed you will find the original Articles of Organization for Moody & Laird, L.L.C., to be filed with your office along with a check in the amount of \$155.00, for Filing Fees, Designation of Registered Agent and a certified copy. Once filed please return the certified copy to this office at the address above. If you have any questions, feel free to contact me.

Sincerely yours,



Mandy J. Hilbert,
Legal Assistant for H. Bart Fleet

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00 FEB 22 PM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/mh
Enclosures
cc: Alan Laird
Thomas G. Moody, Jr.

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2/24



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 9, 2000

CHESSER, WINGARD, BARR & FLEET, P.A.
1201 EGLIN PKWY
SHALIMAR, FL 32579

SUBJECT: MOODY & LAIRD, L.L.C.
Ref. Number: W00000003491

We have received your document for MOODY & LAIRD, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 000A00006613

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

MOODY & LAIRD, L.L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME

The name of this limited liability company is MOODY & LAIRD, L.L.C. (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE

The purpose for which the Company is to organize and maintain a tourist center and such other business allowable by law. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

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TALLAHASSEE, FLORIDA

ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY

The mailing address for the Company is MOODY & LAIRD, L.L.C., c/o Moody's Inc., P.O. Box 68, Destin, FL 32540 and the street address of the initial principal office is 194 Highway 98 East, Destin, FL 32541.

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is H. Bart Fleet, 1201 Eglin Parkway, Shalimar, Florida 32579.

ARTICLE VI - INITIAL CAPITAL CONTRIBUTIONS

The total amount of cash and a description of the agreed value of property other than cash initially contributed to the Company is \$ 200.00.

ARTICLE VII - ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all Members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the Members of the Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - ADDITIONAL MEMBERS

An interest of a Member of the Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee or assignee of the interest of such Member shall have no right to participate in the management of the business and affairs of the Company or to become a Member and in such case the transferee or assignee shall be entitled to receive only the share of profits or other compensation

by way of income and the return of contributions to which the transferee Member would otherwise be entitled.

ARTICLE IX - CONTINUITY OF BUSINESS

Upon 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, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

ARTICLE X - MANAGEMENT

The Company is to be managed by an operating manager or managers. The name and address of the initial operating manager who is to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is Thomas G. Moody, Jr..

ARTICLE XI - INDIVIDUALS FORMING COMPANY

The names and addresses of the Members forming this Company are as follows:

HEBERT ALAN LAIRD
116 Highway 98, East
Destin, FL 32541

Carol J. Moody, as Co-Trustees of the
Revocable Living Trust Agreement of
Carol J. Moody, dated the 24th day of
October, 1995.
194 Highway 98, East
Destin, FL 32541

and their authorized representative for purposes of executing these Articles of Organization.

IN WITNESS WHEREOF, the undersigned has executed these Articles on the 3 day of February, 2000, as the authorized representative for the Members of the Company identified above.

By: [Signature]
H. Bart Fleet, Authorized Representative

STATE OF FLORIDA

COUNTY OF OKALOOSA

On this 2 day of February, 2000, before me personally appeared H. Bart Fleet, the authorized representative of the Members of the Company, a Florida Limited Liability Company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

[Signature]
Notary Public
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY THE REGISTERED AGENT

I, H. Bart Fleet, hereby accept appointment as Registered Agent for the Limited Liability Company, Moody & Laird, L.L.C., and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this ___ day of February, 2000.

[Signature]
H. Bart Fleet, Registered Agent

THIS INSTRUMENT PREPARED BY:
H. Bart Fleet
1201 Eglin Parkway
Shalimar, FL 32579