

ATTORNEY AT LAW

Kathleen Reynolds, Esq.

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March 3, 2000

Southeast Security, Inc.
3841-A Killearn Court
Tallahassee, FL 32308

VIA UPS OVERNIGHT MAIL

ATTENTION: Dan Bowden

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****125.00 ****125.00

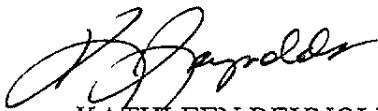
Re: Articles of Organization for Florida Limited Liability Company for
TBH Properties, LLC

Dear Mr. Bowden:

Enclosed please find the Articles of Organization for Florida Limited Liability Company and Certificate of Designation of Registered Agent/Registered Office for TBH Properties, LLC, together with a check made payable to the Secretary of State in the amount of \$125.00 representing the filing fee. Please walk this application through the Secretary of State's office, then fax the letter evidencing filing to me at (850) 837-3502. Additionally, please mail your bill for services rendered along with the hard copy of the letter evidencing filing.

Thank you for your assistance in this regard. Should you have any questions, please do not hesitate to contact me.

Sincerely,



KATHLEEN REYNOLDS

KR/mjp

Enclosures: a/s

RECEIVED
00 MAR -6 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3/6/00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is: TBH Properties, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing address:

12889 Emerald Coast Pkwy.
Suite 111-A
Destin, FL 32541

Street address:

12889 Emerald Coast Pkwy.
Suite 111-A
Destin, FL 32541

ARTICLE III - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the names and address of such managers who are to serve as initial managers are:

Thomas B. Henry, Jr.
12889 Emerald Coast Pkwy.
Suite 111-A
Destin, FL 32541

ARTICLE IV - ADMISSION OF ADDITIONAL MEMBERS

There shall be no additional members admitted unless such admission is consented to in writing by all of the then members.

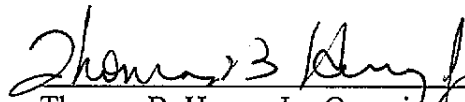
ARTICLE V - ASSIGNABILITY

Membership interests may not be assigned unless such assignment is consented to in writing by all of the then members.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

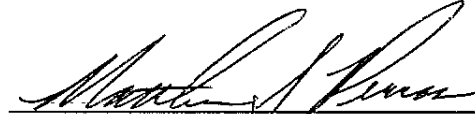
In the event of the death or bankruptcy of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining Members shall have the right either to purchase the interest of the terminating member in the limited liability company or to terminate and liquidate the business, pursuant to the Operating Agreement.



Thomas B. Henry, Jr., Organizer
and Authorized Representative of a Member

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 28th day of February, 2000, by Thomas B. Henry, Jr., who is personally known to me or who has produced as identification and acknowledged and declared that he ~~is~~ executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC



APPROVED
AND
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DO NOTAR - 6 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

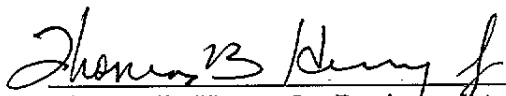
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is : TBH Properteis, LLC
2. The name and address of the registered agent and office is:
Thomas B. Henry, Jr.
12889 Emerald Coast Pkwy.
Suite 111-A
Destin, FL 32541

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00 MAR -6 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Thomas B. Henry, Jr., Registered Agent

Date: 2/28/00