

12 L 00000000 4353 3

Reece Zimmern Development LLC
440 Bayfront Parkway
Pensacola, FL 32501

April 10, 2000

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

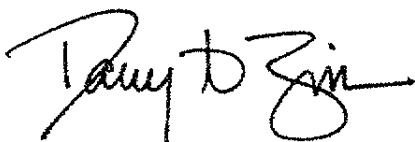
700003206927--3
-04/13/00--01038--010
****125.00 ****125.00

Re: Articles of Organization for Reece Zimmern Development LLC

Dear Sir/Madam:

Please find enclosed the Articles of Organization for Reece Zimmern Development LLC and a check, numbered 2783, in the amount of One Hundred Twenty Five Dollars (\$125.00). Please submit the enclosed for registration. My daytime phone number is 850-434-7777. Thank you for your assistance.

Sincerely,



Danny A. Zimmern

FILED
00 MAR 13 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm
4/17

**ARTICLES OF ORGANIZATION
OF
REECE ZIMMERN DEVELOPMENT LLC**

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 REECE ZIMMERN DEVELOPMENT LLC, hereinafter the ("Company").

ARTICLE II- ADDRESS

The mailing address and street address of the principal office of the company is 440 Bayfront Parkway, Pensacola, Florida 32501.

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 Operating Agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are as follows:

Brian Reece

440 Bayfront Parkway
Pensacola, FL 32501

ARTICLE V - 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 Operating Agreement.

ARTICLE VI- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, 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 transfer his or her interest in the company as set forth in the Operating

FILED
MAR 13 AM 9:24
CLERK OF STATE
TALLAHASSEE, FLORIDA

Agreement of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII- 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 majority/unanimous vote of all the remaining members.

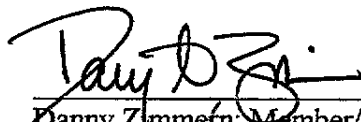
ARTICLE VIII - MANAGEMENT

The company shall be managed by a manager in accordance with an Operating Agreement adopted by the members for the management of the business and affairs of the company. This Operating Agreement 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 company shall be managed by the members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the company. This Operating Agreement 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 and managers of the company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Danny Zimmern	109 E. Garden Street Pensacola, FL 32501
Brian Reece	440 Bayfront Parkway Pensacola, FL 32501

FILED
00 MAR 13 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WHITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Pensacola, Florida, on March 24, 2000.



Danny Zimmern, Member/Manager



Brian Reece, Member/Manager