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BARTH COLLINS & TRUETT

Attorneys at Law

Respond to Destin

May 12, 2000

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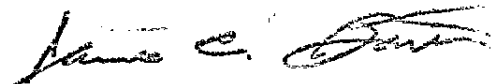
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RE: Parrothead Properties, L.L.C.

Dear Sir or Madame:

Enclosed are the original Articles of Organization for Parrothead Properties, L.L.C., Affidavit Of Membership And Contributions and Statement Designating Registered Agent And Office. Also enclosed is a check in the amount of \$155.00 to cover the costs of filing this limited liability company.

Sincerely,


James C. Barth

JCB:cab

Enclosures

FILED
00 MAY 15 AM 12:13
REGISTRATION DIVISION
TALLAHASSEE, FLORIDA

mtm
5/19

ARTICLES OF ORGANIZATION
OF
PARROTHEAD PROPERTIES, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Parrothead Properties, L.L.C., and its principal office shall be located at 79 Stingray Street, in the City of Destin, County of Okaloosa, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address and the street address of the principal office of the limited liability company are the same.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while

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acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company or the manager. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by a manager, who is also a member. The name and address of the managing member is as follows:

James David Noblin
79 Stingray Street
Destin, Florida 32541

FILED
MAY 15 AM 10:00
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
FLORIDA

**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI
PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits ("net cash flow") arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows: Jeff Noblin, 25%; Nelson Pope, 25%; Curt Gabardi, 25%; and David Noblin, 25%. All taxable income, less any tax credits, shall be allocated to the members in the manner set forth above.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses and such losses consist of mortgage indebtedness or other indebtedness for which one or more members is personally liable, by the members in the following shares: Jeff Noblin, 25%; Nelson Pope, 25%; Curt Gabardi, 25%; and David Noblin, 25%.

**ARTICLE VII
DURATION**

This limited liability company shall have a perpetual existence, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 30 South Shore Drive, Destin, County of Walton, State of Florida, and the name of the company's initial registered agent at that address is James C. Barth.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Parrothead Properties, L.L.C.

Executed by the undersigned on this 12th day of May, 2000.


David Noblin

FILLED
00 MAY 15 11:12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF WALTON

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Parrothead Properties, L.L.C.

The name of the registered agent for Parrothead Properties, L.L.C. is James C. Barth, and the street address of the company's principal office where the agent is located is 30 South Shore Drive, Destin, Florida 32541.

This statement is to acknowledge that, as indicated above, Parrothead Properties, L.L.C. has appointed me, James C. Barth, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated 5/12/00


James C. Barth

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 12th day of May, 2000, by James C. Barth, agent on behalf of Parrothead Properties, L.L.C., a limited liability company. He is personally known to me.

Affix Seal:


Notary Public



Shelly R. Hall
MY COMMISSION # 00545984 EXPIRES
May 16, 2000
BONDED THRU TROY FAIN INSURANCE, INC.