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Florida Department of State
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EFFECTIVE DATE
5-22-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 23 PM 2:50

FILED

LIMITED LIABILITY COMPANY

CARRABELLE DEVELOPMENT COMPANY, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 23 PM 4:57

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**ARTICLES OF ORGANIZATION
FOR
CARRABELLE DEVELOPMENT COMPANY, LLC
a Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Carrabelle Development Company, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address of the principal office of the Company shall be 4458 Ocean View Drive, Destin, Florida, 32541.

ARTICLE III - DURATION

The period of this Company's duration shall be perpetual, unless terminated by the agreement of the members in accordance with the Operating Agreement of this Company or by the death, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

Prepared by:
Les W. Burke, Esq. - Florida Bar # 110499
Burke & Blue, P.A.
P.O. Box 70
Panama City, FL 32402
(850) 769-1414
(850) 784-0857 - FAX

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ARTICLE IV - MANAGEMENT

The Company is to be managed by the members and the name and address of the managing member is:

NAMEADDRESS

Jerry L. Wallace

4458 Ocean View Drive
Destin, Florida 32541ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is:

Les W. Burke, Esq.
Burke & Blue, P.A.
221 McKenzie Avenue
Panama City, Florida 32401ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company may be assigned in whole or in part upon the unanimous consent of the Members of this Company. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operation Agreement of this Company.

ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, 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 pursuant to the Operating Agreement.

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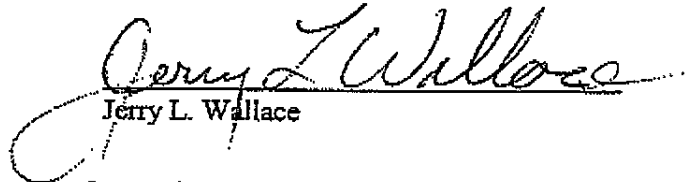
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ARTICLE VIII - - EFFECTIVE DATE

The date when the legal existence of this Company shall begin is at the time of the subscription and acknowledgment of these Articles of Organization, that is May 22, 2000.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these articles of organization at Panama City, Bay County, Florida, on this 22nd day of May, 2000.


Jerry L. Wallace

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that CARRABELLE DEVELOPMENT COMPANY, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 4458 Ocean View Drive, Destin, State of Florida, 32541 has named Les W. Burke, located at 221 McKenzie Avenue, Panama City, County of Bay, State of Florida, 32401 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


LES W. BURKE

(Resident Agent)

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