

**WELLS MARBLE & HURST PLLC**  
ATTORNEYS AT LAW

MAILING ADDRESS:  
POST OFFICE BOX 131  
JACKSON, MISSISSIPPI 39205-0131

STREET ADDRESS:  
600 LAMAR LIFE BUILDING  
317 EAST CAPITOL STREET  
JACKSON, MISSISSIPPI 39201-3405

TELEPHONE: (601) 355-8321  
FACSIMILE: (601) 355-4217

WILLIAM CALVIN WELLS (1844-1914)  
MAJOR W. CALVIN WELLS (1878-1957)  
WILLIAM CALVIN WELLS, JR. (1908-1988)

April 13, 2000

JAMES S. ARMSTRONG  
AMANDA A. BARTON  
STEVEN H. BEGLEY  
WENDELL H. COOK, JR.  
RANDY L. DEAN  
DAN H. FAIRLY  
LANA E. GILLON  
WILLIAM H. GLOVER, JR.  
PHILIP A. GUNN  
BRIDGET H. HANSFORD  
JOHN E. HUGHES, III  
JOE JACK HURST  
PAIGE C. JONES  
J. JERRY LANGFORD  
DAVID L. LESTER  
ROY H. LIDDELL  
KENNA L. MANSFIELD, JR.  
ROLAND D. MARBLE  
R. DAVID MARCHETTI  
JONATHAN T. MCCANTS  
KELLY D. SIMPKINS  
ERSKINE W. WELLS  
WALTER D. WILLSON  
R. JAMES YOUNG

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

200003258362--5  
-05/18/00--01133--006  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Articles of Organization of Bay Breeze Water Tower, LLC

To whom it may concern:

Please find enclosed for filing the Articles of Organization of Bay Breeze Water Tower, LLC.  
Also enclosed is a check in the amount of \$125 to cover the \$100 filing fee and \$25 designation  
of registered agent fee. If you have any questions, please feel free to contact me.

Sincerely yours,

WELLS MARBLE & HUSRT, PLLC

*R. David Marchetti*  
R. David Marchetti

RDM/  
Enclosures

FILED  
MAY 18 PM 20  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

200-5963

Name	KL524
Availability	
Document	
Examination	
Indexing	
Recording	
Verification	
Acknowledgment	
P. P. Verifier	

**ARTICLES OF ORGANIZATION  
OF  
BAY BREEZE WATER TOWER, LLC**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

**ARTICLE I**

The name of this limited liability company shall be: BAY BREEZE WATER TOWER, LLC.

**ARTICLE II**

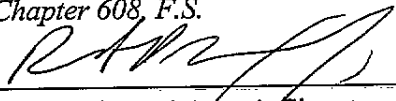
The mailing address and street address of the principal office of the limited liability company shall be 100 Old Ferry Road, Box 189, Shalimar, Florida 32579, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE III**

The name and the Florida street address of the registered agent are:

Robert P. Maxon, Jr.  
100 Old Ferry Road  
Shalimar, Florida 32579

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these articles, 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 as provided for in Chapter 608, F.S.*

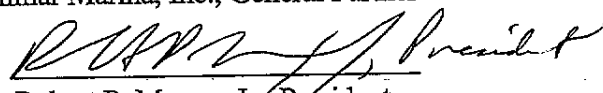
  
\_\_\_\_\_  
Registered Agent's Signature

**ARTICLE IV**

The Limited Liability Company is to be managed by one manager and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this the 13 day of April, 2000.

SHALIMAR MARINA, L.P., MEMBER  
By: Shalimar Marina, Inc., General Partner

By:   
Robert P. Maxon, Jr., President

FILED  
00 MAY 18 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA