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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

Destin Group Palace III, LLC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION OF  
DESTIN GROUP PALACE III, LLC**

The undersigned, RUPERT E. PHILLIPS, a natural person competent to contract and organizer of this limited liability company, hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

**ARTICLE I**

The name of the limited liability company is:

Destin Group Palace III, LLC

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The mailing and street address of the principal office of the limited liability company is 34876 Emerald Coast Parkway, Destin, Florida 32541.

**ARTICLE III - PURPOSES AND POWERS**

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

**ARTICLE IV - TERM OF EXISTENCE**

The limited liability company shall have a perpetual existence.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this limited liability company shall be 34876 Emerald Coast Parkway, Destin, Florida 32541, and the name of the initial registered agent of this limited liability company at that address is Rupert E. Phillips.

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**ARTICLE VI - MANAGEMENT**

This limited liability company shall be managed by a manager. The name and address of the manager are:

Rupert E. Phillips  
34876 Emerald Coast Parkway  
Destin, Florida 32541

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on the date set forth below.

AUTHORIZED REPRESENTATIVE:

  
\_\_\_\_\_  
RUPERT E. PHILLIPS

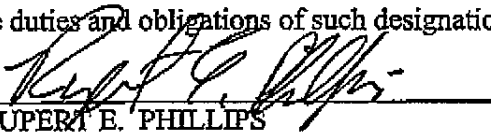
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**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of Destin Group Palace III, LLC. Further, I am familiar with and accept the duties and obligations of such designation.

  
RUPERT E. PHILLIPS

Date: 6-21, 2000

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