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From: Account Name : BURKE AND BLUE, P.A.  
Account Number : 072100000111  
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**LIMITED LIABILITY COMPANY  
BAYTOWNE MORTGAGE INVESTORS, LLC**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
OF  
BAYTOWNE MORTGAGE INVESTORS, 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 Baytowne Mortgage Investors, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 165 N. Scitline Highway, Mobile, Alabama, 36608.

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or the Regulations.

ARTICLE IV - REGISTERED OFFICE

The name of the registered agent and the street address of the registered agent of the Company in the State of Florida is M. Todd Burke, Esq., 221 McKenzie Avenue, Panama City, Florida 32401.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property described in the Regulations for the Company.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Except as provided for in the Regulations, no Member shall be required to contribute additional capital to the Company, and no Member shall have any personal liability for any obligation of the Company.

Prepared by: M. Todd Burke  
FL Bar No. 152048  
Burke & Blue, P.A.  
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Panama City, FL 32402  
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ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except upon the affirmative unanimous vote or consent of the Members. A Member may transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to vote or otherwise participate in the management of the business and affairs of the Company or become a Member except upon the affirmative unanimous vote or consent of the Members.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, retirement, resignation, retirement, expulsion, 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 as provided for in the Regulations.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with the Regulations adopted by the members for the management of the business and affairs of the Company. The name and address of the Members are as follows:

J. Roe Burton  
165 N. Beltline Highway  
Mobile, Alabama, 36608.


James H. Posey  
165 N. Beltline Highway  
Mobile, Alabama, 36608.

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ARTICLE X - AMENDMENT

These Articles of Organization may be amended as provided in the Regulations for the Company.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization on this 28 day of June, 2000.

  
J. Roe Burton, Member

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: Sept. 2, 2002  
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS

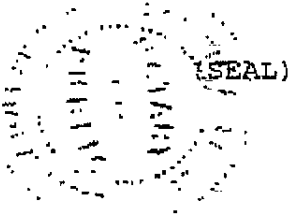
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STATE OF ALABAMA  
COUNTY OF MOBILE

Sworn to and subscribed before me this 28 day of June,  
2000, by J. Roe Burton, as Member of Baytowne Mortgage Investors,  
LLC who is personally known to me.



*Cynthia A. Lester*  
Notary Public

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: Sept. 2, 2002  
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of BAYTOWNE MORTGAGE INVESTORS, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
M. Todd Burke, Esq.  
Registered Agent

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