

0000009428

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

12 Palafox Place, LLC

400003347374--1

-08/07/00--01088--008

***155.00 ***155.00

MJH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00/AUG - 7 PM 2:18

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
✓ L.C. File Cert _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RECEIVED
00 AUG - 7 AM 11:50
DIVISION OF CORPORATIONS

Signature _____

Requested by: LM 8/7 9:59

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF ORGANIZATION
OF
12 PALAFOX PLACE, LLC**

The undersigned, a member of this limited liability company formed under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (1999), adopt the following Articles of Organization for such limited liability company ("Company"):

ARTICLE I

Name

The name of the Company is 12 PALAFOX PLACE LLC.

ARTICLE II

Duration

The Company's existence shall begin on the date and time these Articles of Organization are filed by the Florida Department of State and shall be perpetual.

ARTICLE III

Principal Office and Mailing Address

The Company's mailing address and the street address of its principal office are:

Mailing address: P.O. Box 710
Pensacola, FL 32593-0710

Street address: 226 Palafox Place
Sixth Floor
Pensacola, FL 32501

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -7 PM 2:18

ARTICLE IV

Initial Registered Agent

Lawrence C. Schill is the Company's initial registered agent. The mailing and street address for the registered agent is:

Mailing Address: P.O. Box 710
Pensacola, Florida 32593-0710

Street Mailing Address: 226 Palafox Place
Sixth Floor
Pensacola, FL 32501

ARTICLE V

Members

The names and addresses of the three members of the Company, who constitute all of the members of the Company, are:

<u>Name</u>	<u>Address</u>
Willis C. Merrill, III	226 S. Palafox Place, Sixth Floor Pensacola, Florida 32501
Burney H. Merrill	226 S. Palafox Place, Sixth Floor Pensacola, Florida 32501
J. Collier Merrill	226 S. Palafox Place, Sixth Floor Pensacola, Florida 32501

ARTICLE VI

Management

Management of the Company shall be reserved to its members. The names and addresses of the three members, who constitute all the members of the Company, and who shall jointly manage the Company, are:

<u>Name</u>	<u>Address</u>
Willis C. Merrill, III	226 S. Palafox Place, Sixth Floor Pensacola, Florida 32501
Burney H. Merrill	226 S. Palafox Place, Sixth Floor Pensacola, Florida 32501
J. Collier Merrill	226 S. Palafox Place, Sixth Floor Pensacola, Florida 32501

ARTICLE VII
Other Provisions

1. The members of the Company may admit additional members with the unanimous approval of all members.

2. The remaining member or members of the Company may continue the business of the Company on the death, retirement, 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.

Dated this 4th day of August, 2000.

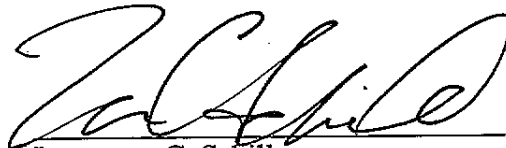


Lawrence C. Schill,
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 4th day of August, 2000.



Lawrence C. Schill
226 Palafox Place
Sixth Floor
Pensacola, FL 32501
Registered Agent