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SMITH
SAUER
& DEMARIA

ATTORNEYS AT LAW

November 7,
~~October 31,~~ 2000

G. Thomas Smith
Board Certified
Real Estate Attorney

Secretary of State
Corporate Records Division
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-11/03/00--01045--004
*****35.00 *****35.00

RE: PERDIDO VILLAGE, L. L. C.

Dear Sir/Madam:

Enclosed please find the original and a copy of the Amendment to the Articles of Organization for the above limited liability company. Also enclosed is a check in the amount of \$35.00 representing the filing fee. Please file the original and return the copy date-stamped as evidence of filing. If you have any questions, please do not hesitate to call.

Sincerely,

Gloria Heckman

Gloria Heckman
Paralegal to
G. Thomas Smith

/gh
enclosures

FILED
NOV -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L 00-10707
OK

AMENDMENT TO ARTICLES OF ORGANIZATION

OF

PERDIDO VILLAGE, L.L.C.

The undersigned Members, for the purpose of amending management issues, members and the powers of the company, do hereby adopt the following Amendment to the Articles of Organization filed with the Secretary of State on September 6, 2000.

ARTICLE V-MANAGEMENT

The business of this company shall be managed by PK-1, L. L. C. for the first year or until the annual meeting takes place whereby the members, by majority vote, (based upon ownership interest), shall elect a new manager. The names and addresses of the members are as follows:

PK-1, L. L. C.	26034 Perdido Beach Blvd., Pensacola, FL 36561
Glassell Enterprises, L. L. C.	14113 Perdido Key Drive, Pensacola, FL 32507
Bays, Rivers & Beaches, L. L. C.	P. O. Box 1093 Orange Beach, AL 36561

ARTICLE VII-POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the manager of the company who shall be elected by a majority vote, (based upon ownership interest), of the Members of the company.

Except as otherwise provided, the term "majority vote" should be based upon the ownership interest of each Member.

DATE OF ADOPTION

September 20th, 2000.

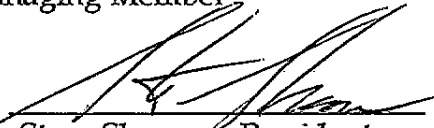
APPROVAL

FILED
00 NOV -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32399

This amendment has been approved by all.

IN WITNESS WHEREOF, the undersigned have signed this Amendment
to the Articles of Organization on the 20th day of September, 2000.

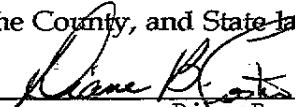
By: PK-1, L. L. C., an Alabama limited
Liability company Managing Member
By: Shannon Systems, Inc.
Managing Member

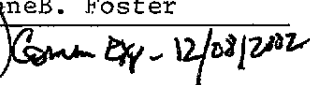
By: 
Steve Shannon, President

STATE OF ~~FLORIDA~~ ALABAMA
COUNTY OF ~~ESCAMBIA~~ BALDWIN


BEFORE ME, the undersigned authority, personally appeared Steve Shannon,
duly authorized President of Shannon Systems, Inc., who is personally known to me or
produced Driver's License and who executed the foregoing Amendment to the
Articles of Organization and he acknowledges that he subscribed the said instrument for the
uses and purposes set forth herein.

WITNESS my hand and official seal in the County, and State last aforesaid this
20th day of September, 2000.


Printed Name: Diane B. Foster

Notary Public Stamp: 

By: Gulf Shores Investments, L. L. C.
Managing Member

By: 
William P. Lagman, attorney
in fact for Kathryn Ann Lagman,
and Mary Alayne Lagman Kendall,
Managing Members

STATE OF ~~FLORIDA~~ ALABAMA
COUNTY OF ~~ESCAMBIA~~ BALDWIN

FILED
NOV -9 PM 5:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF ALABAMA
COUNTY OF BALDWIN

BEFORE ME, the undersigned authority, personally appeared William P. Lagman, duly authorized attorney in fact for Kathryn Ann Lagman and Mary Alayne Lagman Kendall, Managing Members of Gulf Shores Investments, L. L. C., who is personally known to me or produced Driver's License and who executed the foregoing Amendment to the Articles of Organization and he acknowledges that he subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County, and State last aforesaid this
20th day of September, 2000.

Diane B. Foster
Printed Name: Diane B. Foster
Comm Exp. 12/27/2002
Notary Public Stamp:

Glassell Enterprises, L. L. C.

By: Bruce C. Glassell
Its: Sole member

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Bruce C. Glassell, duly authorized Member/Manager of Glassell Enterprises, L. L. C., who is personally known to me or produced FL DL G424-06352-514-D and who executed the foregoing Amendment to the Articles of Organization and she acknowledges that she subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County, and State last aforesaid this
20 day of September, 2000.

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Apr 26, 2004
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Cynthia S. Green
Printed Name: Cynthia S. Green
Notary Public Stamp:

Bays, Rivers & Beaches, L. L. C., an
Alabama limited liability company,
Member

By: Margaret O. Beaches
Its: Sole Member

FILED
NOV-9 PM 5:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF ~~FLORIDA~~ ALABAMA
COUNTY OF ~~ESCAMBIA~~ BALDWIN

BEFORE ME, the undersigned authority, personally appeared MARGARET P. PICKERING
 , duly authorized Sole Member of Bays, Rivers & Beaches, L. L. C., who is
personally known to me or produced Driver's License and who executed the
foregoing Amendment to the Articles of Organization and he acknowledges that he subscribed
the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County, and State last aforesaid this
20th day of September, 2000.

Diane B. Foster
Printed Name: Diane B. Foster
Notary Public Stamp: Comm Exp: 12/08/2002

FILED
09 NOV -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA