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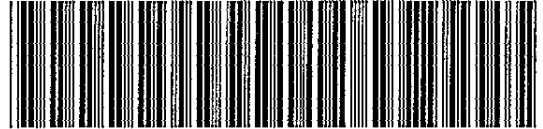
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Destin, FL 32541

Steven K. Hall
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(850) 837-9166
(850) 837-9027 Fax

December 6, 2002

Nanette Causseaux
Registration Section
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

CORAPAMND \$25.00

Dear Nanette:

Enclosed are the copies of the check for \$155.00 that cleared, the additional \$25.00 check for the Amended and Restated Articles of Organization, the Amended and Restated Articles of Organization, and the signed Reinstatement appointing Steven K. Hall as the Registered Agent. It is my understanding that these are what you need to Reinstate and Amend the Perdido Village, LLC. per our telephone conversation on December 6, 2002. I will be contacting you on December 10, 2002 to confirm the reinstatement and amendment, as you have informed me that the documents would be done on the day you received them.

Please let me know if there is anything else that you need. I would also like to thank you for all of your assistance.

Sincerely,

HALL & RUNNELS, P.A.

Sheila Rigdon

Sheila Rigdon
Legal Assistant to
Jason E. Havens

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DIVISION OF CORPORATIONS
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Perdido Village, L.L.C.


(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was September 6, 2000

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Please see the attached Amended And Restated Articles of Organization of Perdido Village, L.L.C. dated May 23, 2002.

Dated October 7, 2002



Signature of a member or authorized representative of a member

Thomas W. Kline

Typed or printed name of signee

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DIVISION OF CORPORATIONS
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AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
PERDIDO VILLAGE, L.L.C.

The undersigned, desiring to amend and restate the Articles of Organization of Perdido Village, L.L.C., a limited liability company formed under and pursuant to Section 608 of the Florida Statutes by filing its Articles of Organization on September 6, 2000, do hereby adopt the following Amended and Restated Articles of Organization for such company. The Amended and Restated Articles of Organization shall supersede and amend the Articles of Organization of Perdido Village, LLC in their entirety and are entered into as of the 23rd day of May, 2002, by and among the such company and the undersigned executing these Amended and Restated Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company, hereinafter referred to in these Articles as "Company," is PERDIDO VILLAGE, L.L.C.

ARTICLE II
ADDRESS

The Company's mailing address and street address of its principal place of business in Florida is 34851 Emerald Coast Pkwy., Destin, FL 32541, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE III
DURATION/CONTINUATION

Beginning on September 6, 2000, the date that these Articles of Organization were originally filed with the Florida Department of State, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE IV
PURPOSE

The general purpose for which the Company is organized is to acquire, develop, and invest in real estate.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE V MANAGEMENT

The business of the Company shall be managed by Cornerstone Development Group, Inc. The names and addresses of the members are as follows:

Cornerstone Development Holdings, L.L.C.	34851 Emerald Coast Pkwy., Destin, FL 32541
SLK, L.L.C.	26034 Perdido Beach Blvd., Pensacola, FL 36561

ARTICLE VI RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

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 members of the Company, except as otherwise provided in these Articles, the regulations of the Company, or the Operating Agreement of the Company. This Article may be amended from time to time in the regulations of the Company.

ARTICLE VIII REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the Company shall be vested in the manager of the Company.

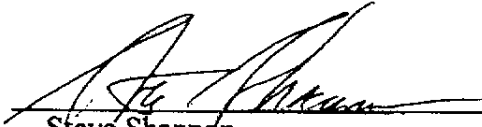
ARTICLE IX AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions


consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being one of the original members of the Company, hereby acknowledges that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Amended and Restated Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

By: SLK, L.L.C., an Alabama limited
liability company, Member
By: Shannon Systems, Inc., Member

By: 
Steve Shannon
Its: President

By: Cornerstone Development Holdings, L.L.C., a
Florida limited liability company, Member
By: Cornerstone Development Group, Inc.,
Manager

By: 
Thomas W. Kline
Its: Secretary/Treasurer

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