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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

FLORIDA INVESTMENT GROUP II, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
FLORIDA INVESTMENT GROUP II, L.L.C.**

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:
FLORIDA INVESTMENT GROUP II, L.L.C., ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is:
151 Regions Way, Suite 4A, Destin, Florida 32541.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are
Kenneth R. Fountain, P.A., 38 SW Miracle Strip Parkway, Ste. 5, Fort Walton Beach, Florida 32548.

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ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in the Regulations of the company and provided in F.S. Chapter 608.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all 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 participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII - MEMBER'S RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, 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 by a unanimous vote of the remaining members.

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ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company are Robert Tufts, 46 Pine Crest Drive, Covington, LA 70433.


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Fort Walton Beach, Florida, on September 11-3-00


Robert Tufts


Linda LaRocca, Inc.


Debbie Alexander


Tina Klingemann


Tim Fandal


Robert Pisciotto

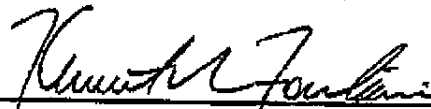
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, FLORIDA INVESTMENT GROUP II, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is:
FLORIDA INVESTMENT GROUP II, L.L.C..
2. The name and address of the registered agent in Florida are:
Kenneth R. Fountain, P.A.
38 SW Miracle Strip Parkway, Suite 5, Fort Walton Beach, Florida 32549.

The undersigned, being the person named in the articles of organization of FLORIDA INVESTMENT GROUP II, L.L.C., 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.



Kenneth R. Fountain, P.A.
Registered Agent

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