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November 14, 2000

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Florida Department of State
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32315

RE: ZAGROS, LLC

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***\$125.00 ***\$125.00

Gentlemen:

Enclosed please find an original and a copy of the Articles of Organization along with a Statement Designating Registered Agent and Office and Affidavit of Membership and Contributions and our check made payable to your order in the amount of \$125.00. representing the filing fee.

If the enclosed meet with your approval, I would appreciate your filing the same and returning to the undersigned a copy stating that they have been filed for my file. Thank you for your assistance in this matter and should there be any questions, please advise.

Very truly yours,

Mickie Kelly
Mickie Kelly, Legal Secretary
to Jack G. Williams

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TALLAHASSEE, FLORIDA

/mk
Enclosures: as referenced

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ARTICLES OF ORGANIZATION
of

ZAGROS, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Zagros, LLC., and its principal office shall be located at 19981 Panama City Beach Parkway, in the City of Panama City Beach, County of Bay, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers and authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any

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domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF 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 this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members whose names and addresses are as follows: T.E. Lee, 19981 Panama City Beach Parkway, Panama City Beach, Florida 32413; William H. Carr, 19981 Panama City Beach Parkway, Panama City Beach, Florida 32413; and Jerry N. Carr, 19981 Panama City Beach Parkway, Panama City Beach, Florida 32413.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

Capital contributions in the amount of \$150.00 shall be paid to the limited liability company by the three (3) members as follows: T. E. Lee - \$50.00; William H. Carr - \$50.00 and Jerry N. Carr - \$50.00.

ARTICLE VII

PROFITS AND LOSSES

- (a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an distributive share of the profits specified as follows: T.E. Lee - one-third (1/3); William H. Carr - one-third (1/3); and Jerry N. Carr - one-third (1/3). The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being November 6, 2000.

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- (b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares: T.E. Lee - one-third (1/3); William H. Carr - one-third (1/3); and Jerry N. Carr - one-third (1/3).

ARTICLE VIII

DURATION

This limited liability company shall exist until November 6, 2050, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT


The address of the initial registered office of the limited liability company is 19981 Panama City Beach Parkway, City of Panama City Beach, County of Bay, State of Florida, and the name of the company's initial registered agent at that address is T.E. Lee.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ZAGROS, LLC.

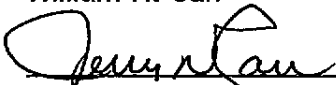
Executed by the undersigned at Panama City, Bay County, Florida on this 9th day of November, 2000.



T.E. Lee



William H. Carr



Jerry N. Carr

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CLERK OF DISTRICT COURT
PANAMA CITY, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA,
COUNTY OF BAY.

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is ZAGROS, LLC.

The name of the registered agent for ZAGROS, LLC, is T.E. Lee, and the street address of the company's principal office where the agent is located is 19981 Panama City Beach Parkway, Panama City Beach, Florida 32413.

This statement is to acknowledge that, as indicated above, ZAGROS, LLC, has appointed me, T.E. Lee, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 obligations of my position as registered agent.

DATED this 6 day of November, 2000.

T.E. Lee
T.E. Lee

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 6th day of November, 2000 by T.E. Lee, on behalf of ZAGROS, LLC, a limited liability company. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

Patricia H. Cook

Sign Patricia H. Cook

Print

My Commission Expires: 11/3/2004

