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January 16, 2001

E. DIXIE BEGGS  
*Retired*

BERT H. LANE  
1917-1981

W. SPENCER MITCHEM  
ROBERT L. CRONGEYER  
*Of Counsel*

Florida Department of State  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Blue Dolphin Gallery, LLC  
Articles of Organization

900003572679--4  
-01/24/01--01035--004  
\*\*\*\*155.00 \*\*\*\*155.00

Dear Ladies and Gentlemen:

Enclosed please find the following:

- (1) The original and one copy of the Articles of Organization of Blue Dolphin Gallery, L.L.C., which contains the registered office and registered agent statement.
- (2) Our check for \$155.00 to cover the filing fee, the designation of Agent, and certified copy.
- (3) Self-addressed envelope for your use in returning a certified copy to us.

Should you have any questions or require anything further from us, please call. Thank you for your attention to this matter.

Very truly yours,

*James M. Weber*  
James M. Weber  
For the Firm

L01-1323  
*QR*

JMW:jrg

Enclosures

**ARTICLES OF ORGANIZATION**  
**FOR**  
**BLUE DOLPHIN GALLERY, L.L.C.**

Pursuant to the Provisions of Chapter 608 of the Florida Statutes, 1999, the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

**ARTICLE I**

**Name and Address**

The name of the limited liability company is Blue Dolphin Gallery, L.L.C. (The "Company"). The mailing address and the street address of the principal office of the limited liability company are:

29 South Palafox Street  
Pensacola, Florida 32501

**ARTICLE II**

**Duration**

The term of duration of this Company shall be from the date of filing of these Articles of Organization with the Florida Department of State until the earlier to occur of the following:

- (1) The date upon which a dissolution of the Company occurs pursuant to the laws of the State of Florida, or
- (2) The date upon which a dissolution occurs pursuant to the terms of the Operating Agreement of the Company, as in effect on the date a dissolution occurs.

### ARTICLE III

#### Purposes

The company is formed for the purposes of acquisition, ownership, operation, management, mortgaging, encumbering, selling, exchanging, leasing, developing or otherwise disposing of property (including real or personal property, tangible or intangible), participating in venture capital financing to the extent and in the manner permitted by applicable law, acquiring and holding various stocks, securities, bonds and other investment and property ownership interests, and the transaction of other lawful acts or activities for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Statute. The Company is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval being first obtained. In addition to the powers prescribed by law, the Company shall have the power to do all things necessary or convenient to accomplish its purpose and operate its business and affairs, all in accordance with applicable law.

### ARTICLE IV

#### Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 1677 Tidewater Court,

Navarre, Florida, 32566, and its registered agent at such address shall be Leslie P. White.

#### ARTICLE V

##### Initial Member

The name and address of the initial member is:

<u>NAME</u>	<u>ADDRESS</u>
Leslie P. White	1677 Tidewater Court. Navarre, Florida 32566

#### ARTICLE VI

##### Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

#### ARTICLE VII

##### CONTINUATION OF BUSINESS

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a member of the Company if (i) there is at least one remaining member, and (ii) the business of the Company is continued by the written consent of any remaining member or members, if any, within 90 days after the occurrence of the event of dissociation.

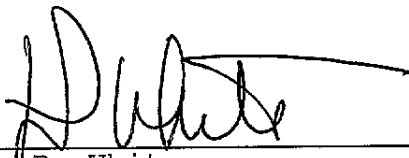
ARTICLE VIII

MANAGEMENT OF THE COMPANY

The management of the business and affairs of the Company shall be conducted by one manager in accordance with the terms and conditions of the Operating Agreement, as amended from time to time. The name and address of the initial manager who is to serve until his respective successors are elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leslie P. White	1677 Tidewater Court Navarre, Florida 32566

IN WITNESS WHEREOF, these Articles have been subscribed as of the 18 day of JAN, 2001, by the undersigned member, who affirms that the statements made herein are true and correct.

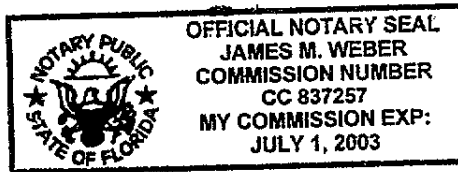
  
\_\_\_\_\_  
Leslie P. White  
Member/Manager

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing Articles of Organization were subscribed, sworn and acknowledged to and by Leslie P. White, Member and

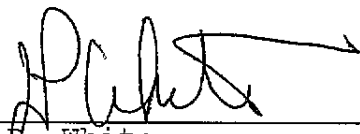
Manager, on the 18 day of JAN, 2001. He is  
personally known to me.

James M. Weber  
Notary Public, State of Florida  
at Large  
My Commission Expires: July 1, 2003



REGISTERED AGENT ACCEPTANCE

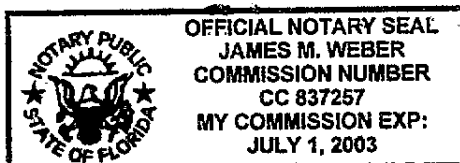
Having been named as resident agent to accept service of process for the above stated Limited Liability Company at the address designated in the attached Articles, pursuant to the provisions of Section 608.415, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in 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 obligations of my position as registered agent.

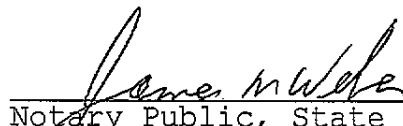
  
\_\_\_\_\_  
Leslie P. White  
Dated: 18-JAN-01

STATE OF FLORIDA

COUNTY OF Essex

The foregoing Registered Agent Acceptance was subscribed and sworn to before me by Leslie P. White, on Jan 18<sup>th</sup>, 2001, who is personally known to me or who produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large  
My Commission Expires: July 1, 2003