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LIMITED LIABILITY COMPANY  
PANTHER CREEK BULK WATER, L.L.C.

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**ARTICLES OF ORGANIZATION  
OF  
PANTHER CREEK BULK WATER, L.L.C.**

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

**ARTICLE I**  
**NAME**

The name of this limited liability company shall be: PANTHER CREEK BULK WATER, L.L.C.

**ARTICLE II**  
**DURATION**

This limited liability company shall exist perpetually, from the date of filing of these Articles with the Secretary of State.

**ARTICLE III**  
**PURPOSE AND POWERS**

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company any shall have all powers enumerated in Chapter 608 mentioned above.

**ARTICLE IV**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company is 101 Burnt Bridge Road, Telogia, Florida 32360, and the mailing address of the limited liability company is Post Office Box 95, Telogia, Florida 32360.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 4481 Legendary Drive, Destin, Florida 32541, and the name of the initial registered agent at that address is Lamar Conerly, Jr.

**ARTICLE VI**  
**CAPITAL**

The capital of the limited liability company shall exist in \$50,000.00 in cash. The total contribution to the limited liability company is \$50,000.00.

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This instrument prepared by:  
Lamar Conerly, Jr., Esq.  
PO Box 5499, Destin, FL 32540  
(850) 837-5118  
FL Bar No.: 0998397

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**ARTICLE VII**  
**MANAGEMENT**

The limited liability company will be managed by the members. The names and addresses of the initial managing members of the limited liability company are as follows:

DIANA VILLARREAL  
Post Office Box 95  
Telogia, Florida 32360

**ARTICLE VIII**  
**QUORUM**

A quorum of the managing members consists of more than Fifty Percent (50%) of the voting interests of the managing members.

**ARTICLE IX**  
**MANAGEMENT ACTION**

A majority of the voting interests of the managing members of the Company voting, or their proxy, shall be required for all management action.

**ARTICLE X**  
**COMPENSATION OF MANAGING MEMBERS**

Compensation of management will be determined by unanimous vote of the voting interests of the managing members.

**ARTICLE XI**  
**MANAGEMENT MEETINGS**

No action by management can be taken without a meeting of the managing members. All regularly scheduled management meetings must be preceded by at least two days notice of meeting, setting forth the date, time, place and purpose of the meeting.

**ARTICLE XII**  
**SPECIAL MEETINGS**

All special meetings of the managing members must be preceded by reasonable notice of the meeting, setting forth the date, time, place and purpose of the meeting.

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**ARTICLE XIII**  
**INITIAL MEMBERS**

The names and addresses of the members of this limited liability company are as follows:

DIANA VILLARREAL  
Post Office Box 95  
Telogia, Florida 32360

**ARTICLE XIV**  
**ADDITIONAL MEMBERS**

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at the time.

**ARTICLE XV**  
**MEMBERSHIP**

All notices of annual membership meetings must include a detailed description of the purpose or purposes for which the meeting is called.

**ARTICLE XVI**  
**DISPOSAL OF ASSETS**

The sale, lease, exchange or other disposal of all, or substantially all, of the company's property, with or without good will, other than in the usual and regular course of business, must be approved by a majority of the voting interests of all the members.

**ARTICLE XVII**  
**DISSOLUTION**

Upon the death, retirement, resignation, expulsion or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

**ARTICLE XVIII**  
**TRANSFER OF INTEREST**

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

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**ARTICLE XIX**  
**REDEMPTION OF INTEREST**

Should any member decide to resign from the company, and desires to sell his, her, or its entire interest in the company, that member shall first offer the interest to the remaining members of the company. If the company does not acquire his or her interest, that interest may be transferred to a third party, pursuant to the terms of Article XVIII.

**ARTICLE XX**  
**AMENDMENT OF REGULATIONS**

The power to amend the Regulations is reserved exclusively to the unanimous vote of the members.

IN WITNESS WHEREOF, the undersigned, being a member hereinbefore named, has hereunto set his/her hand and seal on this the 25 day of January, 2001, for the purpose of forming a limited liability company to do business both within and without the State of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.

*Diana Villarreal*  
Diana Villarreal  
Organizing Member

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of January, 2001, and who personally appeared Diana Villarreal, who is personally known to me and did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 25<sup>th</sup> day of January, 2001.

JEAN M. PARADISE  
Notary Public, State of Florida  
My comm. exp. Aug. 15, 2003  
Comm. No. CC863172

*Jean M. Paradise*  
NOTARY PUBLIC

Lamar Conerly Jr., Esq.  
Conerly & Helmich, P.L.L.C.  
Post Office Box 5499  
Destin, Florida 32540

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

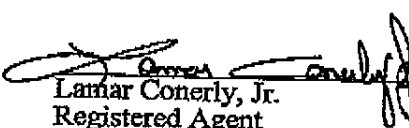
Pursuant to Section 608.415, Florida Statutes, the following is submitted: PANTHER CREEK BULK WATER, L.L.C, desiring to organize under the laws of the State of Florida with its principal place of business at 101 Old Burnt Bridge Road, Telogia, Florida 32360, has named Lamar Conerly, Jr., as its agent to accept service of process within the State of Florida, whose address is 4481 Legendary Drive, Suite 200 Destin, Florida 32541.

  
DIANA VILLARREAL  
Organizing Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

Having been named to accept service of process for the above named limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

Dated this the 25<sup>th</sup> day of January, 2001.

  
Lamar Conerly, Jr.  
Registered Agent

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TALLAHASSEE, FLORIDA

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