HILTON, HILTON (OK) RDEKSH, PAS

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ATTORNEYS AT LAW

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January 30, 2001

200003631292--2 -02/02/01-01110-012 ****155,00 ****155.00

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

RE: BEAR CREEK RANCH, L.L.C.

To Whom It May Concern:

Enclosed find an original and one copy of the Articles of Organization for the above corporation. Please file the original in your offices and certify and return a copy to this firm.

We are enclosing our check in the amount of \$155.00 which includes the \$125.00 Filing fee and Registered Agent Fee and \$30.00 Certified Copy charge.

Very truly yours,

Jacalyn n Koly

Jacalyn N. Kolk

JNK/jgj

Enclosures

LO1-1873 QC

ARTICLES OF ORGANIZATION

FOR

BEAR CREEK RANCH, L.L.C.

ARTICLE I

NAME

The name of the Limited Liability Company is:

BEAR CREEK RANCH, L.L.C.

ARTICLE II

ADDRESS .

The mailing address and street address of the principal office of the Limited Liability

Corporation is:

4500 W. Highway 98 Panama City, FL 32405

OFFEB -2 PH 5:00 SLORETARY OF STATE OF A HANNEY FOR STATE

ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

Gary Paul 4500 W. Highway 98 Panama City, FL 32405

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S.

GARY PAUL

ARTICLE IV

MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V

EXISTENCE OF L.L.C.

| This corporation shall begin existence on | _and have perpetual |
|--|--|
| existence. GARY PAUL | FEB -2 TH 5: 00 ECRETARY OF STATE LAHASSTER GENA |
| (In accordance with section 608.408(3), Florida Statutes, the execution of this de | ocument constitutes |
| an affirmation under the penalties of perjury that the facts stated herein are tru | e.) |

C:\LLC\BEARCREEKRANCH.ART