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MAIL TO:  
POST OFFICE BOX 1831  
PENSACOLA, FLORIDA 32598-1831

February 20, 2001

L01000002764

VIA FEDERAL EXPRESS

Department of State  
Attention: Ms. Brenda Tadlock, Administrator, LLC Section  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 FEB 21 PM 1:30

RE: Perdido Key Properties, LLC

Dear Brenda:

400003746424--1  
-02/21/01-01044-025  
\*\*\*160.00 \*\*\*160.00

Enclosed please find the original and one copy of the Articles of Organization for the limited liability companies referenced above. Please file the original Articles and return a certified copy to the undersigned at your earliest convenience. **I would appreciate your faxing a confirmation of the filing to me at your earliest convenience.** I have enclosed our check in the amount of \$160.00 for the filing fee. A return envelope is enclosed for your convenience in returning the certified copy of the Articles.

Should you have any questions regarding this request, please do not hesitate to call me. Thank you for your assistance in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE

Pamela J. Henry  
Secretary for Stephen B. Shell

Name	
Availability	
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Examiner	
Updater	
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Verityer	
Enclosures	
B1915-00000	
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FILED 100  
certs COPY 35  
AGENT 25  
TOTAL 160  
BALANCE DUE \$  
REFUND \$

**ARTICLES OF ORGANIZATION  
FOR  
PERDIDO KEY PROPERTIES, L.L.C.  
(a Florida Limited Liability Company)**

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The undersigned, acting as the organizer of Perdido Key Properties, L.L.C., a Florida Limited Liability Company, hereby adopts the following Articles of Organization for the Limited Liability Company pursuant to Chapter 608, Florida Statutes.

**ARTICLE I - Name**

The name of the Limited Liability Company is: **Perdido Key Properties, L.L.C.**

**ARTICLE II - Duration**

The period of duration for the Limited Liability Company shall be perpetual, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the members.

**ARTICLE III - Address**

The mailing address and the street address of the principal office of the Limited Liability Company is as follows:

1778 Orleans  
Mandeville, Louisiana 70448

**ARTICLE IV - Registered Agent**

The name and address of the initial Registered Agent for the Limited Liability Company is as follows:

Stephen B. Shell  
Ninth Floor, Seville Tower  
226 South Palafox Street  
Pensacola, Florida 32501

**ARTICLE V - Admission of Additional Members**

The members shall have the right to admit additional members upon the written consent of members holding the required percentage of membership interests as provided in the Regulations and the satisfaction of all other terms and conditions of admission as provided in the Regulations.

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## **ARTICLE VI - Members Rights to Continue Business**

The remaining members of the Limited Liability Company shall have the right to continue the business upon the death, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company provided there is at least one remaining member and the business of the Company is continued by the consent of all remaining Members.

## **ARTICLE VII - Management**

The Limited Liability Company is to be managed by a manager. The number of managers shall from time to time be fixed by the Regulations of the Limited Liability Company. The number of managers constituting the initial managers is one (1). A manager need not be a resident of the State of Florida or a member of the Limited Liability Company. The name and address of the manager who is to serve as manager until the first annual meeting of members or until his successor is duly elected and qualify, unless he shall sooner die, resign or be removed in accordance with the Regulations of the Limited Liability Company, is as follows:

Brian B. Brown  
1778 Orleans  
Mandeville, Louisiana 70448

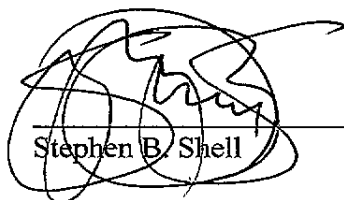
## **ARTICLE VIII - Organizer**

The name and address of the organizer for the Limited Liability Company is as follows:

Stephen B. Shell  
Ninth Floor, Seville Tower  
226 South Palafox Street  
Pensacola, Florida 32501

The undersigned, being the organizer of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization for the Limited Liability Company.

Dated this 24<sup>th</sup> day of January, 2001

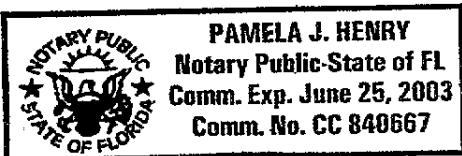
  
\_\_\_\_\_  
Stephen B. Shell

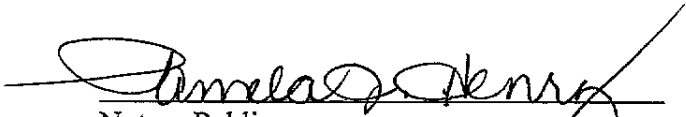
STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 24th day of January, 2001, by Stephen B. Shell, who ( ☒ ) is personally known to me or ( ) produced \_\_\_\_\_ as identification.

[Seal]



  
Notary Public

My Commission Expires: 6/25/03

Commission Certificate No.: CC 840667

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
FOR  
PERDIDO KEY PROPERTIES, L.L.C.**

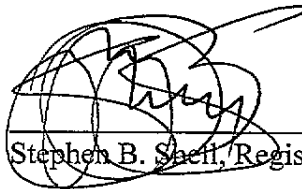
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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: PERDIDO KEY PROPERTIES, L.L.C.
2. The name and the Florida street address of the registered agent are:

Stephen B. Shell  
Seville Tower, Ninth Floor  
226 South Palafox Street  
Pensacola, Florida 32501

*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.*



Stephen B. Shell, Registered Agent

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