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1610 Barrancas Avenue
Pensacola, Florida 32501

Telephone (850) 438-9647
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March 2, 2001

Secretary of State
Division of Corporations-Filings
409 East Gaines Street
Tallahassee, FL 32399

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-03/05/01--01145--016
***155.00 ***155.00

RE: Gulf South Developers LLC formation

Dear Sir/Madam:

Enclosed please find the original Articles of Organization for the above-referenced LLC, along with a check for filing fees. I am also enclosing an extra copy of the Articles. Please certify the copy and return to me.

If you have any questions please contact me.

Sincerely,



Barbara A. Barlow
Corporate Paralegal

/bab

Enclosure

P.S. Check includes \$30.00 for certified copy.

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OK

**ARTICLES OF ORGANIZATION
OF
GULF SOUTH DEVELOPERS, LLC**

The undersigned as **Organizer** of a limited liability company pursuant to the **Florida Limited Liability Company Act** adopts the following **Articles of Organization**.

1. **Name.** The name of the limited liability company is **Gulf South Developers, LLC**.
2. **Duration.** Its period of duration is perpetual from the date of execution, unless (a) extended by the Members, (b) sooner dissolved by the Members, or (c) dissolved upon a statutory event of dissolution.
3. **Purpose.** This Limited Liability Company is organized for all lawful purposes except, banking or insurance.
4. **Initial Address** The mailing address and street address of the office is **1610 Barrancas Avenue, Pensacola, Florida 32501**.
5. **Classes of Ownership.** With respect to voting and preference rights, the Members of the Company may provide in their Operating Agreement for issuance of classes and ownership.
6. **Transfer of Interest.** Except as provided herein, a Member's interest in the Company is not subject to transfer. Any Member who shall be desirous of selling or otherwise transferring his share and interest in the Company shall obtain the consent of all other Members in writing prior to such or transfer. When allowed the transferee shall be entitled only to the transferring Member's proportionate share of the capital and profits of the Company but shall have no other rights, including the right to appoint Directors, unless later elected by the Members to be a Member.
7. **Admission of additional Members.** New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members and upon such terms as are agreed to be all Members.
8. **Liability.** No member shall be individually liable for the debts of the limited liability company.
9. **Amendment of Articles.** These articles may be amended by unanimous consent of the Members.

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SECRETARY OF STATE
FLORIDA

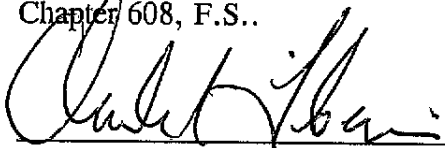
10. **Agency Authority.** All authority to contract and otherwise act for the Company is vested in its Members, acting as the Board of members, and evidenced by a written Resolution of the Board.
11. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. Any return of capital or distribution of profits shall be determined from the Company's books by the Board of Members, and paid at the direction of the Board, at a time determined by the Board, without diminishing the prospects of the Company's ventures.
12. **Management.** The limited liability company is to be managed by one or more managers and is therefore a manager managed company. The name and address of each member is:
- Charles S. Liberis, 1610 Barrancas Avenue, Pensacola, FL 32501 and
Ronald G. Dunston, 1610 Barrancas Avenue, Pensacola, FL 32501.**
13. **Organizers.** The name and address of each organizer is:
- Charles S. Liberis, 1610 Barrancas Avenue, Pensacola, FL 32501 and
Ronald G. Dunston, 1610 Barrancas Avenue, Pensacola, FL 32501.**
14. **Limitation on Agency Authority of Members.** Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.
15. **Registered Agent, Registered Office & Registered Agent's Signature:**

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

**Charles S. Liberis
1610 Barrancas Avenue
Pensacola, Florida 32501**

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TALLAHASSEE, FLORIDA

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 by Chapter 608, F.S..

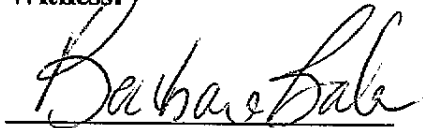


Charles S. Liberis, Registered Agent

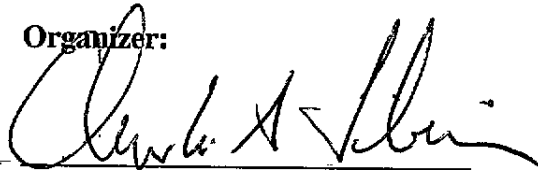
In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Date:

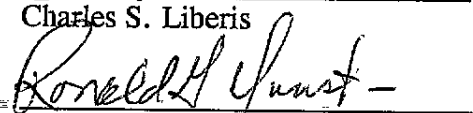
Witness:



Organizer:



Charles S. Liberis



Ronald G. Dunston

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA