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AL

LIMITED LIABILITY COMPANY

Destin Gas Group III, L.L.C.

Certificate of Status	1
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**ARTICLES OF ORGANIZATION OF
DESTIN GAS GROUP III, L.L.C.**

The undersigned, RUPERT E. PHILLIPS, a natural person competent to contract and organizer of this limited liability company, hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I

The name of the limited liability company is:

Destin Gas Group III, L.L.C.

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of the limited liability company is 34876 Emerald Coast Parkway, Destin, Florida 32541.

ARTICLE III - PURPOSES AND POWERS

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

The limited liability company shall have a perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this limited liability company shall be 151-6A Regions Way, Destin, Florida 32541, and the name of the initial registered agent of this limited liability company at that address is Melissa E. Johnson.

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ARTICLE VI - MANAGEMENT

This limited liability company shall be managed by its Member. The name and address of the Member is:

Destin Group, LLP
34876 Emerald Coast Parkway
Destin, FL 32541

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on the date set forth below.

AUTHORIZED REPRESENTATIVE:


RUPERT E. PHILLIPS

Date: May 16, 2001

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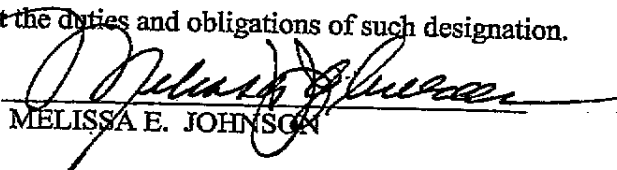
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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Destin Gas Group III, L.L.C. Further, I am familiar with and accept the duties and obligations of such designation.


MELISSA E. JOHNSON

Date: May 16, 2001

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