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ACCOUNT NO. : 072100000032

REFERENCE : 159483 7132347

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 155.00

ORDER DATE : May 22, 2001

ORDER TIME : 2:53 PM

ORDER NO. : 159483-005

CUSTOMER NO: 7132347

CUSTOMER: Ms. Helene R. Harris
Pm Investments Of America,
Inc.
4540 Highway 20 East

Niceville, FL 32578

DOMESTIC FILING

NAME: LUCKY 13 MOTEL, LLC

400004288774--1

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

JB
5-2301

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 22 PM 3:54
TO ACHIEVE
SUFFICIENCY OF FILING

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF**

LUCKY 13 MOTEL, LLC

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, hereby certifies that the person named herein as Member has associated itself together with the person named herein as Manager for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. It is further declared that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I - NAME

The name of the limited liability company shall be LUCKY 13 MOTEL, LLC. (the "Company").

ARTICLE II - PURPOSE

The purpose of LUCKY 13 MOTEL, LLC is to acquire, by lease or ownership, to improve and to hold, operate, maintain, lease, manage, mortgage, assign, pledge, finance, and dispose of certain real property located near the intersection of S.R. 285 and Interstate 10 in Walton County, Florida (the "Property"), and to engage in any activity, to enter into, perform and carry out any agreement, undertaking, contract, lease, indenture, mortgage, deed of trust, assignment, assignment of lease, security agreement, or financing statement of any kind, and to borrow money and issue evidences of indebtedness, whether or not secured by liens, in connection with the foregoing purpose; to engage in and conduct such other activities directly related to the foregoing purpose as may be necessary, advisable, or appropriate, in the reasonable opinion of the Manager of the Company to further the foregoing purpose; and to exercise any powers permitted under Chapter 608 of the Florida Statutes which are incidental to the foregoing or necessary or appropriate to accomplish the foregoing. The Company shall not engage in any business or activity other than as permitted in this Article II.

ARTICLE III - RESTRICTIONS ON ACTION

So long as the Note (defined below) remains issued, outstanding and unpaid, the prior written consent of the Noteholder (defined below) shall be required in order for the Company to:

- A. file or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding, institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally;
- B. seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian, or any similar official for the Company or a substantial portion of its assets;
- C. make any assignment for the benefit of the Company's creditors;
- D. take any action in furtherance of any of the foregoing;

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- E. dissolve, liquidate or terminate the existence of the Company; or
- F. amend the provisions specified in Article II or this Article III.

"Noteholder" means the current lawful owner and holder of the Note.

"Note " means that certain Note in the principal amount of \$1,200,000 to be executed by the Company in favor of Vanguard Bank and Trust Company and which is secured by a certain Mortgage, Security Agreement and Assignment of Lease and Rents covering the Property.

ARTICLE IV - DURATION

The period of duration for this limited liability company shall end on December 31, 2049.

ARTICLE V - DISSOLUTION

Upon the occurrence of any Dissolution Event (as defined in the Operating Agreement of the Company), the Company shall be deemed to have dissolved unless, within ninety (90) days after such date, the Member and the Manager affirmatively agree in writing to continue the business of the Company. If the consent required to continue the Company's business is not obtained following the occurrence of a Dissolution Event in accordance with the preceding sentence, until the date on which all obligations of this Company in connection with the Loan and under the Loan Documents are indefeasibly and fully satisfied, the Company shall not sell, exchange, transfer or otherwise seek to liquidate or dispose of its assets, its interest in any assets or any other asset which is subject to a lien in favor of the Lender without the Lender's prior written consent pursuant to the Loan Documents.

ARTICLE VI - COMPANY ADDRESS; REGISTERED OFFICE ADDRESS; REGISTERED AGENT

The mailing address and street address of the principal office of this limited liability company is 328 Green Acres Drive, DeFuniak Springs, FL 32435 which shall also be the street address of the initial registered office of the Company. The name of its initial registered agent at such address is Wayne Montgomery.

ARTICLE VII - CAPITAL CONTRIBUTIONS

The Member has agreed to contribute cash in the amount of \$100 and may contribute additional property or cash from time-to-time.

ARTICLE VIII - RESTRICTIONS ON MEMBERSHIP

Manager shall not have the right to admit new members except as set forth in the Operating Agreement. Contributions required of new members shall be determined by the Manager as of the time of admission to the limited liability company.

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A Member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of Manager and only after compliance with the terms of the Operating Agreement.

ARTICLE IX - MANAGEMENT

Management of this limited liability company shall be vested in William R. Wright (MGR.), who is designated as Manager, and whose address is 328 Green Acres Dr., DeFuniak Springs, FL 32435.

The Manager has the authority to exercise all powers typically exercised by the President of a business corporation including the specific power to appoint such other officers of this limited liability company as said Manager deems appropriate. The term of the Manager shall expire on December 31, 2002 and said initial Manager shall continue to serve until a successor shall have been elected by a vote of the Member in the manner as specified in the Operating Agreement.

ARTICLE X - LIMITED LIABILITY COMPANY REGULATIONS

The power to adopt, alter, amend or repeal the Operating Agreement governing this Company shall be vested in the Manager and Member but shall be subject to the limitation on the power to alter, amend or repeal the Operating Agreement as set forth in Article III hereof. Notwithstanding anything to the contrary contained in these Articles of Organization, until the time when all obligations of this Company under the Loan Documents have been indefeasibly and fully satisfied, without the prior written consent of all of the Members and the Manager, the Company shall not amend, alter, change or repeal any Article of these Articles of Organization without the prior written approval of the Lender.

IN WITNESS WHEREOF, the undersigned hereby certify that the foregoing constitutes the Articles of Organization of LUCKY 13 MOTEL, LLC. These Articles of Organization were executed by the undersigned Member and Manager at Okaloosa County, Florida on May 21, 2001.

"Member"

D/H OIL AND GAS COMPANY, INC.

"Manager"

By: William R. Wright
President (Print) WILLIAM R. WRIGHT

William R. Wright
William R. Wright

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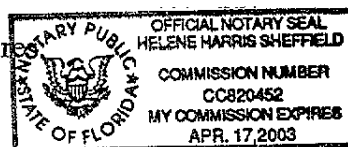
STATE OF FLORIDA

COUNTY OF OKALOOSA

On this 21st day of May, 2001, before me personally appeared WILLIAM R. WRIGHT, President of D/H Oil and Gas Company, Inc., which is the Member of a Florida limited liability company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.


Notary Public HELENE HARRIS-SHEFFIELD My Commission Expires

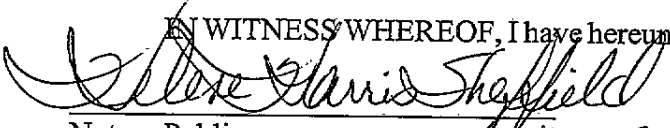


STATE OF FLORIDA

COUNTY OF OKALOOSA

On this 21st day of May, 2001, before me personally appeared WILLIAM R. WRIGHT, the person named as the Manager of a Florida limited liability company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.


Notary Public HELENE HARRIS-SHEFFIELD My Commission Expires



DESIGNATION OF REGISTERED AGENT

Pursuant to Section 608.407(d), Florida Statutes, the following is submitted:

LUCKY 13 MOTEL, LLC, a limited liability company duly organized and existing under the laws of the State of Florida with its principal office as indicated in the Articles of Organization in Walton County, Florida, has named:

Wayne Montgomery
328 Green Acres Drive
DeFuniak Springs, Florida 32435

as its registered agent to accept service of process in the State.

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ACCEPTANCE BY THE REGISTERED AGENT

I, Wayne Montgomery, hereby accept appointment as Registered Agent for the Limited Liability Company, LUCKY 13 MOTEL, LLC, and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 21st day of May, 2001.



Registered Agent

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