

PENSON & PADGETT

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

ALBERT C. PENSON *
TIMOTHY D. PADGETT
LAURA K. CONRAD
SEAN T. DESMOND

* CERTIFIED MEDIATOR

L01000010501

2810 Remington Green Circle
10 REMINGTON GREEN CIRCLE
TALLAHASSEE, FLORIDA 32308
(850) 561-8000 TELEPHONE
(850) 561-8030 FACSIMILE

June 28, 2001

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

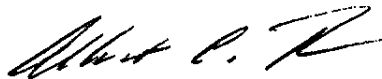
Re: Articles of Organization for Committee To Preserve Bay Point, L.L.C.

To Whom It May Concern:

Enclosed is the original of the Articles of Organization for Committee To Preserve Bay Point, L.L.C. and a Designation of Registered Agent. I have also enclosed our firm check in the amount of \$155.00 for the filing fee for the Articles of Organization, Designation of Registered Agent, and to obtain a Certified Copy of the Articles of Organization.

Please let me know if you have any questions whatsoever. Thank you for your anticipated courtesies in this matter.

Sincerely,



Albert C. Penson
Penson & Padgett, P.A.

ACP/clk
cc: K. Earl Durden

effective date
6-27-01

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JB
6-28-01

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 28 AM 11:19
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TO ASKNOLEDGE
SUFFICIENCY OF FILING
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF ORGANIZATION
FOR
COMMITTEE TO PRESERVE BAY POINT, L.L.C.**

ARTICLE I

NAME

The name of the Limited Liability Company is:

COMMITTEE TO PRESERVE BAY POINT, L.L.C.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Corporation is:

4116 Highway 231 North
Panama City, FL 32412

ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

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

Albert C. Penson
2810 Remington Green Circle
Tallahassee, FL 32308

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

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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.



ALBERT C. PENSON

ARTICLE IV

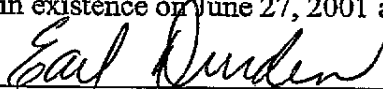
MANAGEMENT

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 June 27, 2001 and have perpetual existence.




EARL DURDEN

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TALLAHASSEE, FLORIDA

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



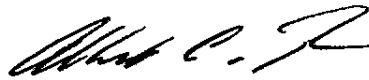
EARL DURDEN

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

STATE OF FLORIDA
OFFICE OF THE SECRETARY OF STATE

The undersigned, ALBERT C. PENSON, having been designated as Agent for the service of process with the State of Florida, upon COMMITTEE TO PRESERVE BAY POINT, L.L.C., a Limited Liability Company, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named limited liability company.

IN WITNESS WHEREOF, the name of said registered agent is hereunto affixed at Tallahassee, Leon County, Florida, this 28th day of June, 2001.



ALBERT C. PENSON

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