

MDC, LLC

8401 North Lagoon Drive

Panama City Beach, Florida 32408

LO10000011169

June 27, 2001

Florida Department of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

7/6

MJH

Re: Articles of Organization

500004462065--1

-07/06/01--01046--002

****155.00 ****155.00

Dear Sirs:

Please find enclosed herewith the Articles of Organization on MDC, LLC. We also enclose our check in the amount of \$155.00. The enclosed check should cover our filing fee of \$100.00 our Designation of Registered Agent fee of \$25.00 and a Certified Copy fee of \$30.00. We also enclose an extra copy of the articles for the certification.

Should you have any questions regarding anything contained herein please do not hesitate to contact me at (850) 234-6533. We appreciate your attention to our Articles of Organization.

Sincerely,

Edward M. Davison
Manager

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MDC, LLC**

We, the undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Florida, certify as follows:

ARTICLE 1 The name of the Limited Liability Company is MDC, LLC.

ARTICLE 2 The mailing address and the street address of the principal office of the Limited Liability Company shall be at 8401 North Lagoon Drive, Panama City Beach, County of Bay, State of Florida, 32408.

ARTICLE 3 The name and the Florida street address of the registered agent are:

Edward M. Davison
8401 North Lagoon Drive
Panama City Beach, FL 32408

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 for in Chapter 608, F.S.


Edward M. Davison

ARTICLE 4 The names and mailing addresses of the initial members of the Limited Liability Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
William G. Murray	2036 Shady Crest Drive Birmingham, AL 35216
Edward M. Davison	8401 North Lagoon Drive Panama City Beach, FL 32408
Bill W. Collins	147 Sky Road Jackson, GA 30233

01 JUL -6 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION MDC, LLC
PAGE TWO

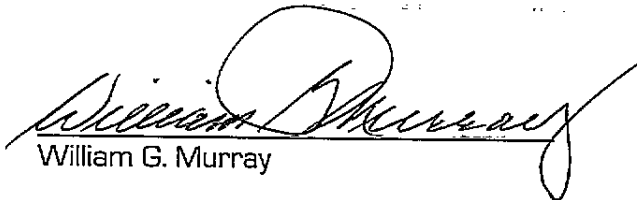
ARTICLE 5 The purpose for which the Limited Liability Company is organized is:

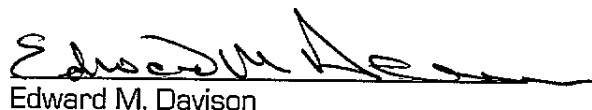
To engage in the transaction of any or all lawful business for which Limited Liability Companies may be organized under the laws of the State of Florida.

ARTICLE 6 The members of the Limited Liability Company Shall have the right to admit additional members to the Limited Liability Company upon the unanimous consent of all members of the Limited Liability Company.

ARTICLE 7 The remaining members of the Limited Liability Company shall have the right to continue the legal existence and business of the Limited Liability Company after an event of dissolution terminates the continued membership of a member in the Limited Liability Company if (i) there are at least two remaining members, or at least one remaining member and one new member is admitted; and (ii) the legal existence and business of the Limited Liability Company is continued by the written consent of a majority in interest of the remaining members within 90 days after the occurrence of the event of dissociation. For the purposes of this provision, a majority in interest of the remaining members means interests of one or more remaining members which, when taken together, exceeds fifty (50%) of the capital interests and fifty (50%) of the profits interests of the remaining members.

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this the 25th day of May, 2001.


William G. Murray


Edward M. Davison


Bill W. Collins