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BURKE & BLUE P.A.

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Division of Corporations

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Florida Department of State
Division of Corporations
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From:
Account Name : BURKE AND BLUE, P.A.
Account Number : 072100000111
Phone : (850) 769-1414
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LIMITED LIABILITY COMPANY

Miramar Beach Access, LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION
OF
MIRAMAR BEACH ACCESS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Miramar Beach Access, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 1234 Airport Road, Suite 215, Destin, FL 32541.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are executed by the subscriber to the Articles. The Company's existence shall continue for a period of forty (40) years following the date these Articles of Organization are accepted by the Department of State of the State of Florida, unless the Company is earlier dissolved as provided in these Articles of Organization or the Operating Agreement.

ARTICLE IV - REGISTERED OFFICE

The name of the registered agent and the street address of the registered agent of the Company in the State of Florida is Rob Blue, Jr., Esq., 221 McKenzie Avenue, Panama City, Florida 32401.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property described in the Operating Agreement for the Company.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Except as provided for in the Operating Agreement, no Member shall be required to contribute additional capital to the Company or loan any funds to the Company, and no Member shall have any

12208-LLC.ART

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ROB BLUE, JR., ESQ.
221 McKenzie Avenue
Panama City, FL 32401
850-769-1414
FLA BAR #0122450
Matter # M410-12209

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personal liability for any obligation of the Company.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except upon the affirmative vote of a majority in voting interest of the Managers. A Member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to vote or otherwise participate in the management of the business and affairs of the Company or become a Member except as set forth in the Operating Agreement.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved and its affairs wound up and terminated upon the expiration of the term of the Company as set forth in Article III hereof, unless the business of the Company is continued as provided for in the Operating Agreement.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the Managers in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. The name and address of the Managers are as follows:

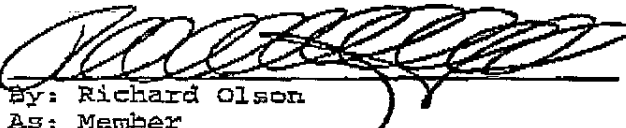
Richard Olson
1234 Airport Road
Suite 215
Destin, FL 32541

Norman S. Rosen
2333 Brickell Avenue
Suite D-1
Miami, FL 33129

ARTICLE X - AMENDMENT

These Articles of Organization may be amended as provided in the Operating Agreement for the Company.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization on this 12 day of July, 2001.


By: Richard Olson
As: Member

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that MIRAMAR BEACH ACCESS, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 1234 Airport Road, Suite 215, Destin, FL 32541, has named ROB BLUE, JR. whose office is located at 221 McKenzie Avenue, Panama City, FL 32401 as its agent to accept service of process within this State, and for his office to be the initial registered office of the Company.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Rob Blue, Jr.
(Resident Agent)

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