

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L010000012930

Destin Gateway Partners LLC

300004514153--5
-08/03/01--01012--018
*****70.00 *****70.00

300004514153--5
-08/03/01--01012--019
*****55.00 *****55.00

Signature _____

Requested by: _____

Name _____

Date 8/3/01

Time 10:03

Walk-In _____

Will Pick Up _____

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
☒ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
☒ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

01 AUG -3 AM 11:42
RECEIVED
01 AUG -3 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

APPROVED
AND
FILED

JB
8-3-01

**ARTICLES OF ORGANIZATION
OF
DESTIN GATEWAY PARTNERS, LLC**

The undersigned subscriber to these Articles of Organization, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and being a natural person competent to contract, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I (NAME)

The name of this limited liability company is DESTIN GATEWAY PARTNERS, LLC (the "Company").

ARTICLE II (DURATION)

The Company shall have perpetual duration, beginning on the date these Articles of Organization are filed in the Office of the Secretary of State of the State of Florida.

ARTICLE III (PURPOSE)

The Company shall have all of the powers stated in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as such chapter presently exists and may hereafter be amended.

ARTICLE IV (PRINCIPAL OFFICE)

The street address and mailing address of the Company's initial principal office shall be 1234 Airport Road, Suite 215, Destin, FL 32541. The Company's principal office may hereafter be at such other place or places as the members from time to time may determine.

91 AUG -3 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

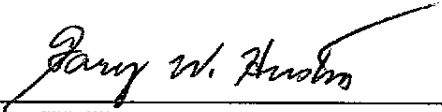
ARTICLE V (REGISTERED AGENT)

The name of the initial registered agent of the Company shall be Gary W. Huston and the street address of the registered agent is 125 W. Romana Street, Suite 800, Pensacola, FL 32501.

ARTICLE VI (MANAGEMENT)

The Company is to be a manager-managed company and will be managed by one or more managers.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed the foregoing Articles of Organization on this 2nd day of August, 2001.

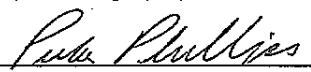


Gary W. Huston
Authorized Representative of a Member

STATE OF FLORIDA
COUNTY OF ESCAMBIA

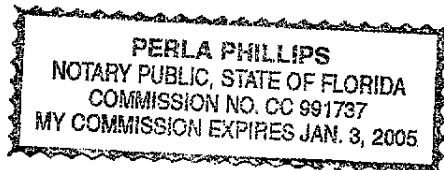
The foregoing instrument was acknowledged before me this 2nd day of August, 2001, by Gary W. Huston, who did not take an oath, who stated that he executed the foregoing instrument as the authorized representative of a member of the limited liability company, and who:

✓ is/are personally known to me.
 produced current Florida driver's license as identification.
 produced _____ as identification.



Notary Public

(Notary Seal Must be Affixed)



Perla Phillips

Name of Notary Printed
My Commission Expires: 1-3-05
Commission Number: 991737

APPROVED
AND
FILED

01 AUG - 3 AM 11:12
CLERK OF COUNTY OF ESCAMBIA
TALLAHASSEE, FLORIDA

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

In compliance with Section 608.415, Florida Statutes, the following is submitted: That DESTIN GATEWAY PARTNERS, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1234 Airport Road, Suite 215, Destin, FL 32541, has named Gary W. Huston, whose business address is 125 W. Romana Street, Suite 800, Pensacola, FL 32501, as its agent to accept service of process within Florida.

DESTIN GATEWAY PARTNERS, LLC

By: *Gary W. Huston*
Gary W. Huston
Authorized Representative of a Member

ACCEPTANCE

Having been named as registered agent and to accept service of process for DESTIN GATEWAY PARTNERS, LLC at the place designated in this certificate, I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608 of Florida Statutes, and I agree to act in that position.

August 2, 2001

Gary W. Huston
Gary W. Huston, Registered Agent

CLERK OF STATE
TALLAHASSEE, FLORIDA
August - 3 AM 11:42

APPROVED
AND
FILED