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MAYO C. JOHNSTON
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WILLIAM E. HARRIS
(1923 - 1988)

00789-00610-00671
July 31, 2001

Division of Corporations
Florida Department of State
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

413

MJH

Re: Southern Properties, L.L.C.

Gentlemen:

Please find enclosed herewith the original and a copy of the Articles Of Organization, regarding the above-referenced corporation, together with a check in favor of the Secretary of State in the amount of \$155.00 for the following fees:

Filing Fee \$125.00
Certification of Copy \$30.00

Your assistance in filing same would be most appreciated; please forward a certified copy of the Articles Of Organization to me.

Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE, & JELKS, P.A.

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***155.00 ***155.00

Jerry W. Gerde

JWG/mc

Enclosures: As Stated

cc: Southern Properties, L.L.C.

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FILED
01 AUG 13 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 2, 2001

JERRY W. GERDE
JOHNSTON, HARRIS, GERDE & JELKS, P.A.
239 EAST FOURTH STREET
PANAMA CITY, FL 32401

SUBJECT: SOUTHERN PROPERTIES, L.L.C.
Ref. Number: W01000017925

We have received your document for SOUTHERN PROPERTIES, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 601A00044783

ARTICLES OF ORGANIZATION OF SOUTHERN PROPERTIES, L.L.C.
LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: SOUTHERN PROPERTIES, L.L.C.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company are: Mailing Address: P.O. Box 27879, Panama City, FL 32411
Street Address: 520 Commerce Dr., Panama City, FL 32408

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual, unless a different period of duration is provided in the Company's duly adopted Regulations.

ARTICLE IV — Management:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing members are:

Nancy Russell Amis and husband, R. William Amis

Russell Clegg and wife, Debbie R. Clegg

ARTICLE V — Admission of Additional Members:

The members shall have the right to admit additional members and the terms and conditions of the admissions shall be as provided in the Regulations; new members may be admitted by agreement of all existing members upon payment of contribution agreed upon by the members at the time of admission.

ARTICLE VI — Members' Rights to Continue Business:

The remaining members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

FILED
01 AUG 13 AM 10:30
SECRETARY OF
TALLAHASSEE, FLORIDA

ARTICLE VII—Address of Registered Office, Registered Agent and Principal Office:

The mailing address and the address of the initial registered office and principal office of the Company in the State of Florida is ~~P.O. Box 47829 Panama City, FL 32411~~

The name of the initial registered agent of the Company at the above address shall be Nancy Russell Amis. The Company may from time to time change the registered office to any other address in the State of Florida or change the registered agent. 520 Commerce Dr., Panama City, FL 32408

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes section 48.091 and 608.415, the following is submitted: SOUTHERN PROPERTIES, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, has designated ~~P.O. Box 47829 Panama City, FL 32411~~ as its initial Registered Office and has named Nancy Russell Amis located at said address, as its initial Registered Agent.

520 Commerce Dr., Panama City, FL 32408

By: Nancy R. Amis
Nancy Russell Amis, Managing Member

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

Nancy R. Amis
Nancy Russell Amis

ARTICLE VIII —Transactions in Which Members Are Interested:

(a) No contract or other transaction between the Company and one or more of its Members, or between the Company and any other Company, firm, or entity in which one or more of the Company's members are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such members are present at or participate in the meeting of the members or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the members or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested members; or

(2) The fact of such relationship or interest is disclosed or known to the members entitled to vote hereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Company at the time it is authorized.

(b) Interested members may be counted in determining the presence of a quorum at a meeting of the members or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

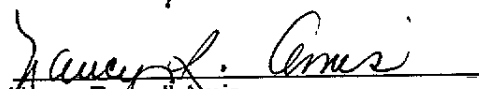
ARTICLE IX—Indemnification of Members and Managers:

The Company hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any member or manager made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Company to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a member or manager of the Company or a members, manager, director, officer, employee or agent of any other company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, to the fullest extent permitted by Florida law and in accordance with the procedures specified by Florida law for determining the legality, applicability or appropriateness of such indemnification.

ARTICLE X—Amendment:

These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 20 day of July, 2001.


Nancy Russell Amis

Signature of an authorized representative of a member executing the Articles of Organization.

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

Nancy Russell Amis
Nancy Russell Amis
Typed or printed name of signee

JWG/nfh

a:2001-5

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