

COLLIER & COFFIELD

ATTORNEYS AT LAW

P. COLLEEN COFFIELD
ADMITTED IN FLORIDA AND LOUISIANA

BRUCE CLAYTON COLLIER
ADMITTED IN LOUISIANA ONLY

1719 SOUTH COUNTY HIGHWAY 393
SANTA ROSA BEACH, FLORIDA 32459
(850) 622-1141
FAX (850) 622-1144

October 15, 2001

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

FILED
01 OCT 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Beach Partners, L.C.

900004648779--0
-10/22/01--01081--007
****125.00 ****125.00

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Organization as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$125.00 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



P. Colleen Coffield

PCC:scw

Enclosure: as stated above

cc: Roz Marcus (w/Enc/)

L01-18253
AK

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01 OCT 22 PM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BEACH PARTNERS, L.C.

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 BEACH PARTNERS, L.C. (Company).

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 307 Ventana Boulevard, Santa Rosa Beach, Florida 32459.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Rosalyn Marcus-Varnadore, 307 Ventana Boulevard, Santa Rosa Beach, Florida 32459.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members, A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and the affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the members of the company are:

Mark Bremer and Susan Bremer,
husband and wife, in tenancy
by the entireties

3936 Knollwood Trace
Birmingham, Alabama 35243

Timothy B. Williams and Judith
Anne Williams, husband and
wife, in tenancy by the entireties

4421 Hockaday Drive
Dallas, Texas 75229

William E. Varnadore, Jr. and Rosalyn
Marcus-Varnadore, husband and wife,
in tenancy by the entireties

307 Ventana Boulevard
Santa Rosa Beach, Florida 32459

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Santa Rosa Beach, Florida, on the ____ day of _____, 2001.

Mark Bremer
Mark Bremer

Susan Bremer
Susan Bremer

STATE OF Alabama
COUNTY OF Jefferson

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Oct 17, 2004
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Sworn to and subscribed before me this 28 day of September, 2001, by Mark
Bremer, who is personally known to me, or produced Drivers as
identification.

Chas Scott Galt
NOTARY PUBLIC

STATE OF Alabama
COUNTY OF Jefferson

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Oct 17, 2004
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Sworn to and subscribed before me this 28 day of September, 2001, by Susan
Bremer, who is personally known to me, or produced Drivers as
identification.

Chas Scott Galt
NOTARY PUBLIC

Timothy B. Williams

Judith Anne Williams

STATE OF
COUNTY OF

Sworn to and subscribed before me this ____ day of _____, 2001, by Timothy
B. Williams, who is personally known to me, or produced _____ as
identification.

NOTARY PUBLIC

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01 OCT 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mark Bremer

Susan Bremer

STATE OF
COUNTY OF

Sworn to and subscribed before me this ____ day of _____, 2001, by Mark Bremer, who is personally known to me, or produced _____ as identification.

NOTARY PUBLIC

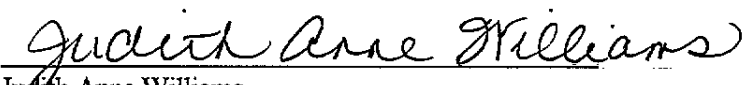
STATE OF
COUNTY OF

Sworn to and subscribed before me this ____ day of _____, 2001, by Susan Bremer, who is personally known to me, or produced _____ as identification.

NOTARY PUBLIC



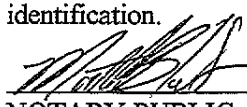
Timothy B. Williams



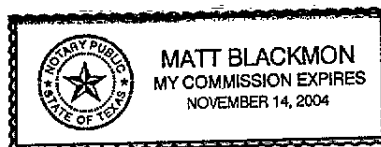
Judith Anne Williams

STATE OF TEXAS
COUNTY OF DALLAS

Sworn to and subscribed before me this 7 day of Sept., 2001, by Timothy B. Williams, who is personally known to me, or produced _____ as identification.



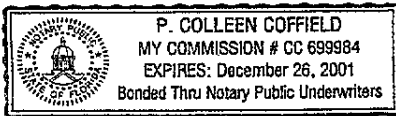
NOTARY PUBLIC



STATE OF FLORIDA
COUNTY OF WALTON

Sworn to and subscribed before me this 15th day of October, 2001, by Judith
Anne Williams, who is personally known to me, or produced _____
as identification.

NOTARY PUBLIC



Rosalyn Marcus-Varnadore
Rosalyn Marcus-Varnadore

William E. Varnadore, Jr.
William E. Varnadore, Jr.

STATE OF FLORIDA
COUNTY OF WALTON

Sworn to and subscribed before me this 29th day of September, 2001, by Rosalyn
Marcus-Varnadore, who is personally known to me, or produced _____
as identification.

NOTARY PUBLIC

Diane M. Harris

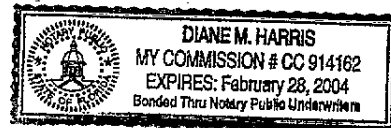


STATE OF FLORIDA
COUNTY OF WALTON

Sworn to and subscribed before me this 29th day of September, 2001, by William
E. Varnadore, Jr., who is personally known to me, or produced _____
as identification.

NOTARY PUBLIC

Diane M. Harris



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TALLAHASSEE, FLORIDA