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HILTON, HILTON, KOLK & ROESCH, P.A.

P.O. BOX 59462
4116 HIGHWAY 231 NORTH
PANAMA CITY, FL 32412-0462
TEL. (850) 785-0535
FAX (850) 747-0483

ATTORNEYS AT LAW

L. CHARLES HILTON, JR.
JULIE K. HILTON
JACALYN N. KOLK

December 14, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
12-14-01

900004728609--2
-12/17/01--01065--005
****155.00 ****155.00

RE: STARPOINTE MANAGEMENT, L.L.C.

To Whom It May Concern:

Enclosed find an original and one copy of the Articles of Organization for the above corporation. Please file the original in your offices and certify and return a copy to this firm.

We are enclosing our check in the amount of \$155.00 which includes the \$125.00 Filing fee and Registered Agent Fee and \$30.00 Certified Copy charge.

Very truly yours,

Jacalyn N. Kolk

Jacalyn N. Kolk

JNK/jgj

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
FOR
STARPOINTE MANAGEMENT, L.L.C.

ARTICLE I

NAME

The name of the Limited Liability Company is:

STARPOINTE MANAGEMENT, L.L.C.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Limited Liability

Company is:

2501 N. Highway 77
Panama City, FL 32405

ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

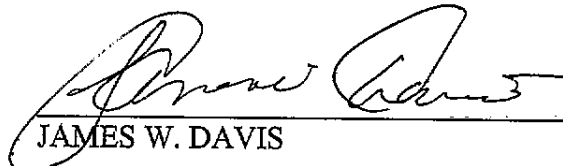
The name and the Florida street address of the registered agent are:

James W. Davis
2501 N. Highway 77
Panama City, FL 32405

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

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CLERK OF COURTS
TALLAHASSEE, FLORIDA

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.


JAMES W. DAVIS

ARTICLE IV

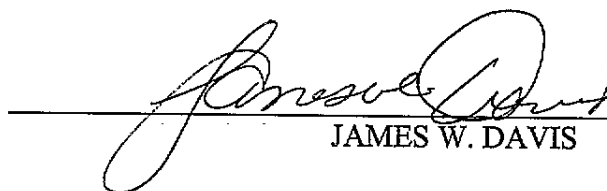
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V

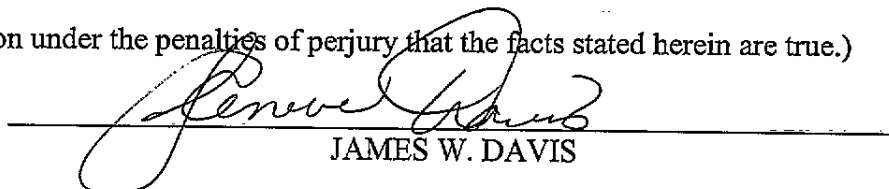
EXISTENCE OF L.L.C.

This company shall begin existence on December 17, 2001 and have perpetual existence.


JAMES W. DAVIS

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JAMES W. DAVIS
ALLIANCE, FLORIDA

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


JAMES W. DAVIS