

LO1000022412

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December 17, 2001

Florida Department of State
Attn: Division of LLC's
P.O. Box 6327
Tallahassee, FL 32314

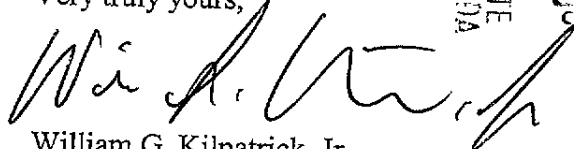
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****155.00 ****155.00

Re: Woodward, L.L.C.

Dear Sir/Madam:

Enclosed you will find the original Articles of Organization for WOODWARD, L.L.C. to be filed with your office along with a check in the amount of \$155.00 for Filing Fees, Designation of Registered Agent and a certified copy. Once filed, please return the certified copy to my attention at the Shalimar address above. If I can answer any questions, please feel free to contact me directly. Thank you.

Very truly yours,



William G. Kilpatrick, Jr.

EMAIL: bill@bartfleet.com

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

Enclosures: as stated

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ARTICLES OF ORGANIZATION
OF
WOODWARD ,L.L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME

The name of this limited liability company is WOODWARD, L.L.C. (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE

The purpose for which the Company is organized is to hold real estate and any other lawful purpose. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

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ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY

The mailing address and street address of the initial principal office in Florida for the Company is 622 Nelson Point Road, Niceville, FL 32578.

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is H. Bart Fleet, 1201 Eglin Parkway, Shalimar, Florida 32579.

ARTICLE VI - ADDITIONAL MEMBERS

An interest of a Member of the Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee or assignee of the interest of such Member shall have no right to participate in the management of the business and affairs of the Company or to become a Member and in such case the transferee or assignee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which the transferee Member would otherwise be entitled.

ARTICLE VII- CONTINUITY OF 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 Company, the business of the Company shall not be continued and the Company shall be dissolved

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TALLAHASSEE, FLORIDA

unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

ARTICLE VIII- MANAGEMENT

The Company is to be managed by an operating manager or managers, and is therefore, a manager-managed company. The name and address of the initial operating manager who is to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is John Woodward, 622 Nelson Point Road, Niceville, FL 32578.

ARTICLE IX - INDIVIDUALS FORMING COMPANY

The names of the Members forming this Company are as follows:

John G. Woodward

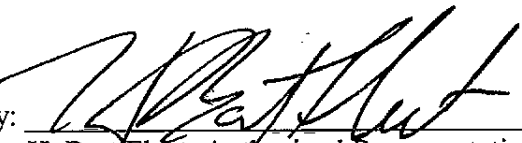
Paul Martin Woodward

George Gage Woodward

Ollie Fay Flint

and their authorized representative for purposes of executing these Articles of Organization is H. Bart Fleet.

IN WITNESS WHEREOF, the undersigned has executed these Articles on the 13th day of December, 2001, as the authorized representative for the Members of the Company identified above.

By: 
H. Bart Fleet, Authorized Representative

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ACCEPTANCE BY THE REGISTERED AGENT

I, H. Bart Fleet, hereby accept appointment as Registered Agent for the Limited Liability Company, WOODWARD, L.L.C., and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 13th day of December, 2001.



H. Bart Fleet, Registered Agent

THIS INSTRUMENT PREPARED BY:

H. Bart Fleet
1201 Eglin Parkway
Shalimar, FL 32579

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