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LIMITED LIABILITY COMPANY

HHC II, LLC

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ARTICLES OF ORGANIZATION
OF
HHC II, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, as amended, do hereby adopt the following Articles of Organization for such company:

ARTICLE I. NAME

The name of this company shall be HHC II, LLC, and shall be referred to herein as "the Company" or "this Company."

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address for the company is P.O. Box 880, Anna Maria, FL 34216, and the street address for the Company is 108 Oak Ave., Anna Maria, FL 34216.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this Company is as follows:

Joseph L. Najmy, Esquire
c/o Porges, Hamlin, Knowles & Prouty, P.A.
1205 Manatee Ave. W.
Bradenton, FL 34205

This Instrument Prepared By:
Joseph L. Najmy, Esq. (FBN: 0847283)
Porges, Hamlin, Knowles, & Prouty, P.A.
1205 Manatee Ave. W.
Bradenton, FL 34205

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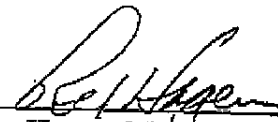
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ARTICLE IV. MANAGEMENT OF COMPANY

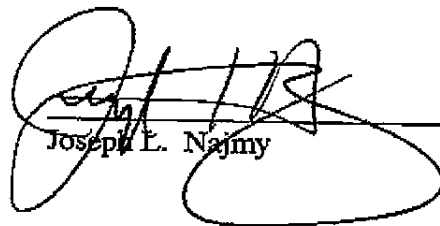
This Company shall be a Member-managed Company.

IN WITNESS WHEREOF, the undersigned, as the authorized representative of the Company named above, has signed these Articles of Organization on this 4th day of January, 2002.


B. Rex Hagen, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, I hereby accept the appointment 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.


Joseph L. Najmy