

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

L02000000539

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

EFFECTIVE DATE
12-28-01

December 31, 2001

RE: Filing of McGee Beach House, LLC articles

Dear Sir or Madam:

Enclosed is the original and one copy of the articles of incorporation for the above corporation and check for \$125.00.

FROM: Collier & Coffield, Attorneys at Law
1719 South county Highway 393
Santa Rosa Beach, Florida 32459

Please return the articles to the above address. If you have any questions, please let me know.

Sincerely,

P. Colleen Coffield
P. Colleen Coffield

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****125.00 ****125.00

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
McGEE BEACH HOUSE, LLC

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 McGEE BEACH HOUSE, LLC (Company).

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 2521 Tyler Road, Birmingham, Alabama 35226.

ARTICLE III - DURATION

The company shall commence its existence on December 28, 2001. 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 P. Colleen Coffield, 1719 South County Highway 393, Santa Rosa Beach, Florida 32459.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company may contribute to the capital of the company cash or property.

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

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DAVID J. HARRIS
TALLAHASSEE, FLORIDA

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 not 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.

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:


Eric G. McGee

2521 Tyler Road
Birmingham, Alabama 35226

Cornelia K. McGee

2521 Tyler Road
Birmingham, Alabama 35226

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization, on the 28th day of December, 2001.


Eric G. McGee


Cornelia K. McGee

STATE OF
COUNTY OF

Sworn to and subscribed before me this 28th day of December, 2001, by Eric G. McGee and Cornelia K. McGee, who are personally known to me, or produced Drivers License as identification.

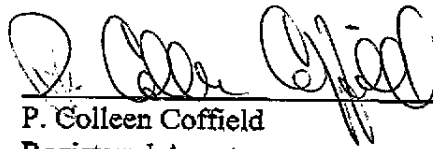

NOTARY PUBLIC

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Jun 6, 2005
BONDED THRU NOTARY PUBLIC UNDERWRITERS

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of McGEE BEACH HOUSE, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above state company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligation of the position of registered agent.



P. Colleen Coffield
Registered Agent

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