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HARRY E. BARR***
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December 31, 2001

Division of LLC
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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***155.00 ***155.00

Re: SANTA ROSA SOUND COMPLEX, LLC

To whom it may concern:

Enclosed you will find the original Articles of Organization for EDG, 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 this office at the address above. If you have any questions, feel free to contact me.

02 JAN 4 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Sincerely yours,

Brandy L Goodnough

Brandy L. Goodnough
E-mail: brandv@bartfleet.com

Enclosure as stated
cc: Mary Alice Tucker
/bg

L02-566
a

ARTICLES OF ORGANIZATION
OF
SANTA ROSA SOUND COMPLEX, 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 SANTA ROSA SOUND COMPLEX, 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 to organize and maintain a real estate rental business and in such other business as deemed appropriate from time to time. 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 c/o 32 Miracle Strip Parkway, SW, Ft. Walton Beach, FL 32548.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VIII- MANAGEMENT

The Company is to be managed by an operating manager or managers. 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 Mary Alice Tucker.

ARTICLE IX - INDIVIDUALS FORMING COMPANY

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

Mary Alice Tucker
344 Brooks Street, SE
Fort Walton Beach, Florida 32548

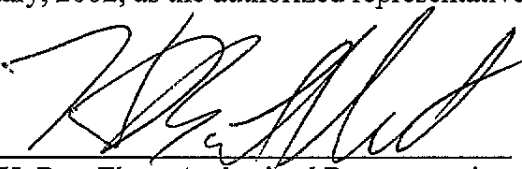
James M.. Tucker
590 L'Ombre Lane
Fort Walton Beach, Florida 32547

Mary Alice Tucker as guardian for
Kaye Marie Tucker
344 Brooks Street, SE
Fort Walton Beach, Florida 32548

Mary Alice Tucker as guardian for
James Hampton Tucker
344 Brooks Street, SE
Fort Walton Beach, Florida 32548

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
January, 2002, as the authorized representative for the Members of the Company identified above.

By: 
H. Bart Fleet, Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

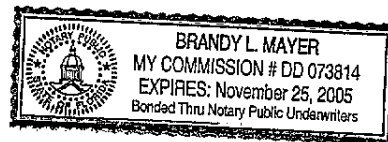
STATE OF FLORIDA

COUNTY OF OKALOOSA

On this 2 day of January, 2002, before me personally appeared H. Bart Fleet, the authorized representative of the Members of the Company, a Florida Limited Liability Company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

Brandy L. Mayer
Notary Public
My Commission Expires:



ACCEPTANCE BY THE REGISTERED AGENT

I, H. Bart Fleet, hereby accept appointment as Registered Agent for the Limited Liability Company, Santa Rosa Sound Complex, L.L.C., and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this ___ day of January, 2002.

H. Bart Fleet
H. Bart Fleet, Registered Agent

THIS INSTRUMENT PREPARED BY:

H. Bart Fleet
1201 Eglin Parkway
Shalimar, FL 32579

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02 JAN -4 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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