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Reply to: Tallahassee Office

January 24, 2002

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Via Hand Delivery

Re: Carrabelle Beach Properties, LLC
Formation of Limited Liability Company

100004794751--9

-01/24/02--01071--002

****160.00 ****160.00

Dear Division Personnel:

Enclosed for filing please find one original and two copies of the Articles of Organization and a Certificate of Designation of Registered Agent/Registered Office for Carrabelle Beach Properties, LLC.

Please file these Articles, Affidavit, and Certificate of Designation, certify one copy, and stamp the other copies "Filed."

I have enclosed a check in the amount of \$160.00 for the filing and certification fees and for a certificate of status. Our messenger will pick up the certified and stamped copies after 11:00 a.m. on January 18, 2002.

Sincerely,


Nancy M. Burke

Enclosures

cc: Mr. Kent Deeb
John C. Lovett, Esq.

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DIVISION OF CORPORATIONS
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APPROVED
AND
FILED

JB
F2402

**ARTICLES OF ORGANIZATION
OF
CARRABELLE BEACH PROPERTIES, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

Article 1 - Name

The name of this limited liability company is CARRABELLE BEACH PROPERTIES, LLC ("Company").

Article 2 - Duration

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the remaining members pursuant to the Company's Operating Agreement.

Article 3 - Mailing Address and Street Address

The Company's mailing address is P.O Box 467, Tallahassee, Florida 32302. The Company's street address is 4695 North Monroe Street, Tallahassee, Florida 32303.

Article 4 - Registered Agent and Office

The name of the initial registered agent of the Company is John C. Lovett, Esq. The street address of the initial registered agent of the Company is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

Article 5 - Additional Members

Additional members to the Company may be admitted, but only pursuant to the Company's Operating Agreement.

Article 6 - Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Operating Agreement.

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JAN 24 PM 1:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

Article 7 - Management of the Company

The management of the Company is reserved to the members. The following member will initially be the managing member:

Jack M. Skelding, Jr.
318 North Monroe Street
Tallahassee, Florida 32301

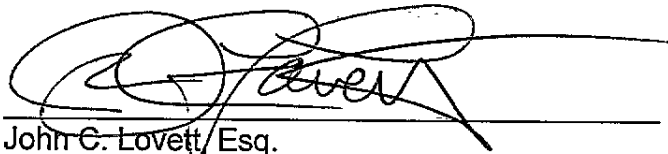
Article 8 - Operating Agreement

The Members shall have the power to adopt, alter, amend, or repeal an Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 - Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this 24th day of January, 2002.



John C. Lovett, Esq.
Authorized Representative for the Members

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AND
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02 JAN 24 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

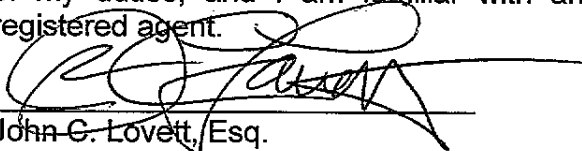
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CARRABELLE BEACH PROPERTIES, LLC
2. The name and address of the registered agent and office is:

John C. Lovett, Esq.
106 East College Avenue
Suite 1200
Tallahassee, Florida 32301

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 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.



John C. Lovett, Esq.

January 24, 2002
Date

02 JAN 24 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED