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March 19, 2002

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

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-03/25/02--01006--012
***125.00 ***125.00

RE: Articles of Organization for Blue Heron Inn, LLC

Dear Sir or Madam:

Enclosed please find the original Articles of Organization, including Certificate of Designation of Registered Agent/Registered Office for the above-referenced limited liability company. Also enclosed is a check in the amount of \$125.00 to cover the filing fee.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,

Tiffany Donaldson

Tiffany Donaldson
Legal Assistant for
Joseph M. Scheyd, Jr.

FILED
02 MAR 22 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/tjd

Enclosures

LO2-7059
OK

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is: Blue Heron Inn, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing Address:	Street Address:
Post Office Box 2547	167 Snowdrift Road
Santa Rosa Beach, Florida 32459	Destin, Florida 32550

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be a period of fifty (50) years from its date of organization.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the names and address of such managers who are to serve as initial managers are:

Wayne McCool
167 Snowdrift Road
Destin, Florida 32550

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The terms and conditions of the admission of additional members shall be established by the Regulations of the organization as may be amended from time to time.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, or bankruptcy of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining Members shall have the right either to purchase the interest of the terminating member in the limited liability company or to terminate and liquidate the business, pursuant to the Regulations of the limited liability company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Wayne McCool
WAYNE McCOOL

Before me, the undersigned authority personally appeared WAYNE McCOOL, personally known to me or who produced _____ as identification, and executed the within document for purposes stated therein.

SUBSCRIBED AND SWORN to before me this 15 day of February, 2002.

Tiffany Donaldson
Notary Public
My Commission Expires: _____



Tiffany Donaldson
MY COMMISSION # CC840289 EXPIRES
May 25, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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 Blue Heron Inn, LLC
2. The name and address of the registered agent and office is:

Joseph M. Scheyd, Jr.
1221 Airport Road, Suite 209
Destin, Florida 32541

Having been named as registered agent and to accept service of process for the above stated limited liability 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.



Joseph M. Scheyd, Jr.

Date

2/15/02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA