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ACCOUNT NO. : 072100000032

REFERENCE : 542088 1299A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 155.00

ORDER DATE : April 23, 2002

ORDER TIME : 12:51 PM

ORDER NO. : 542088-005

CUSTOMER NO: 1299A

CUSTOMER: Ms. Judi C. Dallman
Clark Partington Hart Larry
Bond Stackhouse & Stone
Post Office Box 13010

800005327308--4

Pensacola, FL 32591

DOMESTIC FILING

NAME: CLAY PIT VENTURES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF
CLAY PIT VENTURES, L.L.C.**
a Florida limited liability company

CLAY PIT VENTURES, L.L.C., a Florida limited liability company, presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of this limited liability company is:

CLAY PIT VENTURES, L.L.C.
a Florida limited liability company

This limited liability company is referred to in these articles as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal office of the Company is 323 Page Bacon Road, Suite 17, Mary Esther, Florida 32569.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Company shall be 323 Page Bacon Road, Mary Esther, Florida 32569, and the name of the initial registered agent of the Company at that address is Gary W. McMichael.

ARTICLE IV - MANAGEMENT

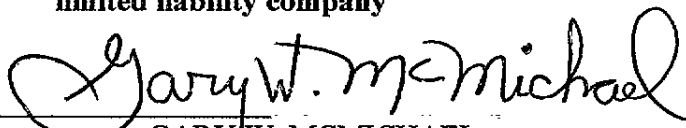
The Company shall be a manager-managed company.

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02 APR 23 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the 18 day of April, 2002.

CLAY PIT VENTURES, L.L.C., a Florida
limited liability company

By: _____



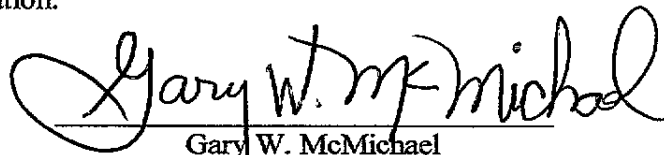
GARY W. MCMICHAEL
Its: President

02 APR 23 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REGISTERED AGENT ACCEPTANCE

I DO HEREBY ACCEPT the foregoing designation as registered agent of CLAY PIT VENTURES, L.L.C., a Florida limited liability company. Further, I am familiar with and accept the duties and obligations of such designation.


Gary W. McMichael