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April 16, 2002

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

RE: SugarBeach Development Company, L.L.C.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$155.00 to file the enclosed Articles of Organization (original and one copy enclosed). If you find the enclosures in order, please endorse your approval to the Articles of Organization on the duplicate copy, certify the same, and return it to the undersigned at your earliest convenience.

If you should have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Anchors, Foster, McInnis & Keefe, P.A.



Michelle Anchors

MA:slb
Enclosure

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***155.00 ***155.00

FILED
02 APR 19 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

SUGARBEACH DEVELOPMENT COMPANY, L.L.C.

FILED
02 APR 19 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - NAME

The name of the limited liability company is SugarBeach Development Company, L.L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 977 North Ferdon Avenue, Crestview, Florida 32536. The registered office of the Limited Liability Company is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall commence on the date set forth below (i.e., the date of subscription and acknowledgment of these Articles of Organization) and shall be perpetual unless the Limited Liability Company is terminated as provided in its regulations; provided, however, that the remaining members may continue the existence of the Limited Liability Company as provided in Article VI below and as further provided in its regulations.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are: L. Ricci as Trustee of The Norman L. Ricci Trust, Post Office Box 38095, Germantown, Tennessee 38183.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

New members of the Limited Liability Company shall be admitted only upon the consent of all the members or otherwise pursuant to the terms and provisions of its regulations.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right, by unanimous consent, pursuant to the terms and provisions of its regulations, to continue the business of the Limited Liability Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which otherwise terminates the continued membership of a member in the Limited Liability Company.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 17th day of April, 2002.

L. Ricci, trustee

L. RICCI as Trustee of
THE NORMAN L. RICCI TRUST

FILED
02 APR 19 PM 4:25
CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
02 APR 19 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

SugarBeach Development Company, L.L.C. (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, with its registered office, as indicated in its Articles of Organization, at 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, has named Michelle Anchors, located at 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

Date: 4/17, 2002


MICHELLE ANCHORS

THIS INSTRUMENT PREPARED BY
Michelle Anchors
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