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LIMITED LIABILITY COMPANY

Tex Palace I, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION OF
TEX PALACE I, LLC**

The undersigned, RUPERT E. PHILLIPS, a natural person competent to contract hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I

The name of the limited liability company is:

Tex Palace I, LLC

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of the limited liability company is 34876 Emerald Coast Parkway, Destin, Florida 32541.

ARTICLE III - PURPOSES AND POWERS

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

The limited liability company shall have a perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this limited liability company shall be 34876 Emerald Coast Parkway, Destin, Florida, 32541, and the name of the initial registered agent of this limited liability company at that address is Rupert E. Phillips.

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ARTICLE VI - MANAGEMENT

This limited liability company shall be managed by a manager. The name and address of the manager is:

Rupert E. Phillips
34876 Emerald Coast Parkway
Destin, FL 32541

ARTICLE VII - MEMBER

The limited liability company shall have one member as follows:

Destin Group, LLP, a Florida limited liability partnership

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the date set forth below.

AUTHORIZED REPRESENTATIVE:



RUPERT E. PHILLIPS

Date: 5-20-2002, 2002

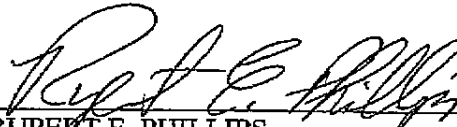
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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Tex Palace I, LLC.
Further, I am familiar with and accept the duties and obligations of such designation.



RUPERT E. PHILLIPS

Date: 5-20-2002, 2002

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