

# LO2 000013353

**SMITH  
SAUER  
& DEMARIA**  
ATTORNEYS AT LAW

May 24, 2002

FILED  
02 MAY 28 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*G. Thomas Smith  
Board Certified  
Real Estate Attorney*

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-05/28/02--01074--016  
\*\*\*\*125.00 \*\*\*\*125.00

Secretary of State  
Corporate Records Division  
Attn: New Filing  
409 East Gaines Street  
Tallahassee, FL 32399

RE: SLK, L. L. C.

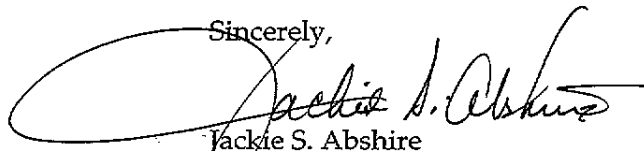
EFFECTIVE DATE  
5/23/02

Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Organization for the above limited liability company. Also enclosed is a check in the amount of \$125.00 representing the filing fee and registered agent fee. Please file the original and return the copy date-stamped as evidence of filing to my attention. We have enclosed a self-addressed envelope for your convenience.

Should you have any questions or need additional information, please do not hesitate to call.

Sincerely,

  
Jackie S. Abshire  
Legal Assistant

JSA:

Enclosures

5/31  
JSA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
SLK, L.L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Section 608 of the Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company.

ARTICLE I  
NAME

The name of the limited liability company, hereinafter referred to in these Articles as "Company," is SLK, L.L.C.

ARTICLE II  
ADDRESS

The Company's mailing address and street address of its principal place of business in Florida is 510 East Zaragoza Street, Pensacola, FL 32501, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE III  
DURATION/CONTINUATION

Beginning and effective on May 23, 2002, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE IV  
PURPOSE

The general purpose for which the Company is organized is to acquire, develop, and invest in real estate, or other entities involved in the acquisition, development and investment in real estate.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE V  
MANAGEMENT

The business of the Company shall be managed by Shannon Systems, Inc. The names and addresses of the members are as follows:

Shannon Systems, Inc.

P.O. Box 1227  
Gulf Shores, AL 36547

Gulf Shores Investments, L.L.C.

14001 Perdido Key Drive  
Pensacola, FL 32507

Green Way Properties, L.L.C.

c/o Clark, Partington, Hart  
125 West Romana Street  
Pensacola, FL 32501

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ARTICLE VI  
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VII  
POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of the Company, except as otherwise provided in these Articles, the regulations of the Company, or the Operating Agreement of the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

ARTICLE VIII  
REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the Company shall be vested in the manager of the Company. By unanimous vote of the members, regulations adopted by the manager may be repealed or altered, and new regulations may be adopted and the members may prescribe in any regulation made by them that such regulation may not be altered, amended or repealed by the manager.


ARTICLE IX

## AMENDMENT TO ARTICLES

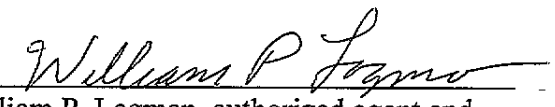
Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being one of the original members of the Company, hereby acknowledges that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Amended and Restated Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

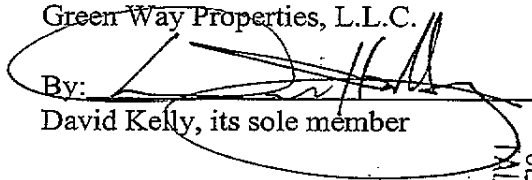
Shannon Systems, Inc.

By:   
Steve Shannon, President

Gulf Shores Investments, L.L.C.,

By:   
William P. Lagman, authorized agent and  
attorney in fact for Kathryn Ann Lagman  
Letcher and Mary Alayne Lagman Kendall

Green Way Properties, L.L.C.

By:   
David Kelly, its sole member

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

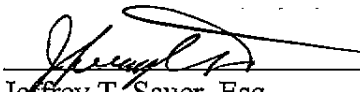
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersign limited liability company submits the following statement in designating the registered agent and the registered office in the State of Florida.

1. The name of the limited liability company is SLK, L.L.C.
2. The name and address of the registered agent and the registered office is:

Jeffrey T. Sauer, Esq.  
510 East Zaragoza Street  
Pensacola, FL 32501

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.

Dated this 23<sup>rd</sup> day of May, 2002.

  
\_\_\_\_\_  
Jeffrey T. Sauer, Esq.  
Registered Agent

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