

Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : RICHARD P. PETERMANN

Account Number : I19990000049 Phone : (850)243-8194 Fax Number : (850)243-9692

LIMITED LIABILITY COMPANY

South Palms, L.L.C.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 10, 2002

RICHARD P. PETERMANN SMITH, GRIMSLEY, BAUMAN, PINKERTON, ET A 25 WALTER MARTIN RD. NE, STE. 101 FORT WALTON BEACH, FL 32548

SUBJECT: SOUTH PALMS, L.L.C.

REF: W02000016719

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please list the complete principal's office address. This address must be a street address; a post office box is not acceptable.

The document must contain the entity's complete mailing address.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

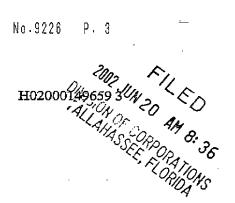
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Joey Bryan
Document Specialist

Letter Number: 202A00037940

PARATION

ON SURVEY ON STATIONS



ARTICLES OF ORGANIZATION

OF

South Palms, L.L.C.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, as organizer, has this day set his hand hereto for the purpose of forming a limited liability company under and pursuant to the laws of the State of Florida, and for that purpose does hereby adopt these Article of Organization:

ARTICLE I

The name of the Limited Liability Company shall be SOUTH PALMS, L.L.C. (" The Company"). The principal place of business of the Company in Florida shall be: 25 Walter Martin Road, NE, Suite 101, Fort Walton Beach, Florida and the mailing address of the Company is: c/o Broaderip Companies, L.L.C., 8035 North 85th Way, Scottsdale, Arizona 85258.

ARTICLE II

The address of the registered office located in Okaloosa County, Florida is as follows:

RICHARD P. PETERMANN SMITH, GRIMSLEY, BAUMAN, PINKERTON, PÉTERMANN, SHAW & GRINSTED 25 WALTER MARTIN ROAD, N.E., SUITE 101 FORT WALTON BEACH, FLORIDA 32548

ARTICLE III

The purpose for which this Company is organized is the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida, as they may be amended from time to time.

ARTICLE IV

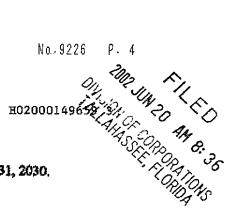
The management of the Company is reserved to the Members. The names and addresses of all the members at the time of formation are as follows: #F93000000510

#L01000021643

Redfeather Holdings, L.L.C. An Florida Limited Liability Company 8035 North 85th Way Scottsdale, Arizona 85258

SCH, Inc. A Massachusetts Corporation

50101 Govorners Dr. Suite 100 Chapel Hill, North Caroline 27517



ARTICLEY

The latest date upon which the Company is to dissolve is December 31, 2030.

ARTICLE VI

To the fullest extent permitted by applicable law, the Company shall indennify any person who is or was a manager or member or agent of the Company against liability for monetary damages for acts or alleged acts and failures to act or alleged failures to act of such person with respect to the Company,

ARTICLE VII

The name and address of the initial statutory agent of the Company is_Richard P. Petermann., a Florida corporation, 25 Walter Martin Road N.E., Fort Walton Beach, FL 32548

IN WITNESS WHEREOF, have hereunto set my hand this 3 day of May

W.K. Brent Broaderip, Organizer

I, on behalf of ... Richard P. Petermann., a Florida corporation, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or until resignation is submitted in accordance with the Florida Revised Statutes.

Richard P. Petermann

a Florida corporation