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MICHAEL D. TIDWELL

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September 10, 2002

Division of Corporation
Attn: New Filing
P. O. BOX 6327
Tallahassee, FL 32314

000007663450--0
-09/11/02--01047--002
*****70.00 *****70.00

RE: Filing Articles of Incorporation

000007663450--0
-09/13/02--01004--004
*****55.00 *****55.00

Dear Sir/Madam:

CF-55

Enclosed please find a check in the amount of \$70.00 along with Articles of Incorporation of RainTree Properties of Pensacola, L.L.C. to be filed with your office. If you need any further assistance please call.

Sincerely,

Michael D. Tidwell/cvs

Michael Tidwell

MDT/cvs
Enclosure

BK

FILED
02 SEP 13 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
RAINTREE PROPERTIES OF PENSACOLA, L.L.C.**

02 SEP 13 PM 4:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be RANTREE PROPERTIES OF PENSACOLA, L.L.C.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 2103 West Garden Street, Pensacola, Florida 32501.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are

Richard M. Kuharich
2103 West Garden Street
Pensacola, FL 32501

ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on

such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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TAMPA
FLORIDA

ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE VIII -- MANAGEMENT

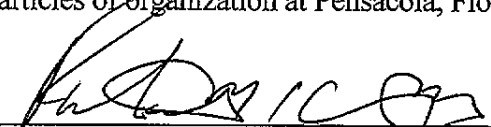
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company are

Richard M. Kuharich
2103 West Garden Street
Pensacola, Florida 32501

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

Richard M. Kuharich, 2103 West Garden Street, Pensacola, Florida 32501
Blake L. Kuharich, 2103 West Garden Street, Pensacola, Florida 32501
Stephen S. Brady, 2103 West Garden Street, Pensacola, Florida 32501
Rob Womack, 2103 West Garden Street, Pensacola, Florida 32501

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Pensacola, Florida, on this 10 day of Sep, 2002.



RICHARD M. KUCHARICH

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02 SEP 13 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 9/10/02, by RICHARD M. KUHARICH,
who is

Personally Known

OR

Produced Identification ✓

Type of Identification Produced Driver's License

Deedra L. Lamy
Notary Public -- State of Florida

(Seal)

