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September 20, 2002

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
New Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

FILED
2002 SEP 23 AM 10:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Sunset Development of Bay County, L.L.C.

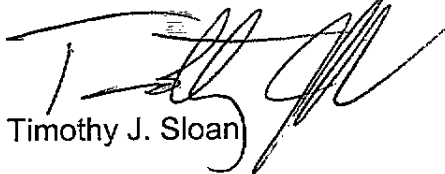
Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization of the above referenced limited liability company, together with the Acceptance of Registered Agent and a check in the amount of \$125.00 to cover the cost of filing. Please file these Articles at your earliest convenience, and return a certified copy to us.

Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.


Timothy J. Sloan

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-09/23/02--01081--008
****125.00 ****125.00

TJS/lw

Enclosures

cc: Sylvia M. Harrison

J. BRYAN SEP 24 2002

**ARTICLES OF ORGANIZATION
OF
SUNSET DEVELOPMENT OF BAY COUNTY, L.L.C.**

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

We further declare that the following Articles will serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
Name and Principal Place of Business**

The name of the limited liability company shall be SUNSET DEVELOPMENT OF BAY COUNTY, L.L.C., and its mailing address and principal office shall be located at 8815-A Thomas Drive, Panama City Beach, Florida 32408, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
Purposes and Power**

This limited liability company shall be authorized to engage in any activity or business authorized by the laws of the State of Florida. In facilitation of that general grant of power and purpose, by way of illustration and not limitation, this limited liability company is authorized to do the following:

1. To own, sell, transfer, convey, mortgage, pledge or encumber any real or personal property.
2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.
3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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ARTICLE III
Exercise of 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 this limited liability company. This Article may be amended from time to time and the regulations of this limited liability company by unanimous vote of the members of the limited liability company.

ARTICLE IV
Management

This limited liability company is to be managed by a manager and the name and address of the initial manager who is to serve as manager is:

Sylvia M. Harrison
8815-A Thomas Drive
Panama City Beach, Florida 32408

The business and affairs of this limited liability company shall be managed by its designated manager, subject to authorization by some or all of the members as may be more fully set forth in the Operating Agreement of this limited liability company. The salary and other compensation of the manager shall be fixed from time to time by the members. The manager may be removed at any time, with or without cause, by a vote of the membership as required by the Operating Agreement of the limited liability company.

ARTICLE V
Membership Restrictions

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 this limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except by unanimous written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in this limited liability company, the remaining member(s) shall have the right to continue the business upon unanimous consent of the remaining members.

ARTICLE VI

Duration

This limited liability company shall exist perpetually from the date of filing until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

ARTICLE VII

Initial Registered Agent

The name and address of the initial registered agent of the limited liability company is:

Timothy J. Sloan
427 McKenzie Avenue
Panama City, Florida 32401

The undersigned, being the manager and a member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of SUNSET DEVELOPMENT OF BAY COUNTY, L.L.C.

Executed this 19th day of September, 2002.


SYLVIA M. HARRISON

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 19th day of September, 2002, by SYLVIA M. HARRISON, who is personally known or who presented _____ as identification.


Notary Public - Signature

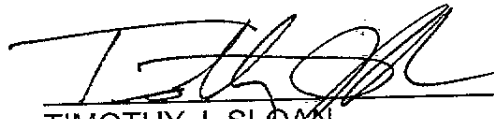
(SEAL)



**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF
SUNSET DEVELOPMENT OF BAY COUNTY, L.L.C.,
a Florida limited liability company**

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Organization, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

Dated as of the 19th day of September, 2002.


TIMOTHY J. SLOAN
Registered Agent

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