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October 14, 2002

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Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**RE: Sunbelt – IPF, L.L.C., a Florida limited liability company**

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Organization and Certificate of Designation of Registered Agent for Sunbelt-IPF, L.L.C., for filing with your office.

I have also enclosed herewith a check in the sum of \$125.00 for the filing fee and would appreciate if you would return to me a "filed" in copy in the self-addressed stamped envelope that I have provided for your convenience.

If you should have any questions with regard to the foregoing, please do not hesitate to contact me.

Sincerely,



Myra S. Shipes  
Paralegal

mss

Enclosure: As stated

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL

**ARTICLES OF ORGANIZATION**  
**OF**  
**SUNBELT - IPF, L.L.C.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 608, Florida Statutes (the "Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

**ARTICLE I**

Name

The name of the Limited Liability Company is **SUNBELT - IPF, L.L.C.** (the "Company").

**ARTICLE II**

Address

The mailing address and street address of the principal office of the Company is **P. O. Box 5566, Dothan, Alabama 36302** and **2733 Ross Clark Circle, Dothan, Alabama 36301** respectively.

**ARTICLE III**

Registered Agent

The name and address of the Company's registered agent is: **CT Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33324.**

## ARTICLE IV

### Management

The Company is to be managed by one or more managers, and name and mailing address of the initial manager, who shall serve until his successor is elected and begins services, is **Larry G. Blumberg, P. O. Box 5566, Dothan, Alabama 36302.**

## ARTICLE V

### Duration

The duration of the company shall be perpetual, unless it is dissolved and its affairs wound up pursuant to the Regulations of the Company.

## ARTICLE VI

### Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Regulations of the Company.

## ARTICLE VII

### Members Rights to Continue Business

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

## ARTICLE VIII

### Purpose

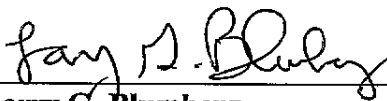
The nature of the business and of the purposes to be conducted and promoted by the limited liability company, is to engage solely in the following activities:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. To own, hold, sell, assign, transfer, operate, lease, mortgage and pledge certain parcels of real property, together with all improvements located thereon, in the City of Pensacola, State of Florida (the "**Property**") and otherwise deal with the Property.

2. To exercise all powers enumerated in the Limited Liability Company Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Larry G. Blumberg  
Its: Managing Member

PREPARED BY:  
Edward M. Price, Jr., Esquire  
FARMER, PRICE, HORNSBY & WEATHERFORD, L.L.P.  
Post Office Drawer 2228  
Dothan, AL 36302  
334/793-2424  
FLORIDA BAR NUMBER: 207551

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISION OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

**Sunbelt - IPF, L.L.C.**

2. The name and the Florida street address of the registered agent are:

CT CORPORATION SYSTEM

\_\_\_\_\_  
NAME

1200 S. Pine Island Road

\_\_\_\_\_  
Florida street address (P.O. Box NOT Acceptable)

Plantation, Florida 33324

\_\_\_\_\_  
City, State and Zip

*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.*

  
\_\_\_\_\_  
Signature      JOAN BOLDEN  
ASSISTANT SECRETARY