

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L02000032977
FILED 8:00 AM
December 10, 2002
Sec. Of State

Article I

The name of the Limited Liability Company is:

M & S PROPERTIES OF BAY COUNTY, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

8905 FRONT BEACH ROAD
PANAMA CITY BEACH, FL. US 32407

The mailing address of the Limited Liability Company is:

8905 FRONT BEACH ROAD
PANAMA CITY BEACH, FL. US 32407

Article III

The name and Florida street address of the registered agent is:

SCOTT D MCLELLAND
8905 FRONT BEACH ROAD
PANAMA CITY BEACH, FL. 32407

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.

Registered Agent Signature: SCOTT D. MCLELLAND

Article IV

The name and address of managing members/managers are:

Title: MGR
SCOTT D MCLELLAND
8905 FRONT BEACH ROAD
PANAMA CITY BEACH, FL. 32407 US

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Signature of member or an authorized representative of a member

Signature: SCOTT D. MCLELLAND