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LIMITED LIABILITY COMPANY

KEYLESS MANAGEMENT, L.L.C.

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**ARTICLES OF ORGANIZATION
FOR
KEYLESS MANAGEMENT, L.L.C.**

a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization.

ARTICLE I - NAME

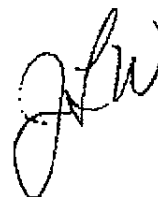
The name of the limited liability company shall be **KEYLESS MANAGEMENT, L.L.C. ("Company")**.

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ARTICLE II - ADDRESS

The initial street address and mailing address of this Company is 4458 Ocean View Drive, Destin, FL 32541. Elizabeth J. Walters, 221 McKenzie Avenue, Panama City, Florida 32401 is hereby designated as registered agent for this Company.

Prepared by:
Elizabeth J. Walters, Esq. - Florida Bar #0049468
Burke & Blue, P.A.
P.O. Box 70
Panama City, FL 32402
(850) 789-1414
(850) 784-0857 - Fax



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ARTICLE III - DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE IV - MANAGEMENT

The Company is to be managed by the members and the name and address of the managing member is:

NAME

ADDRESS

Jerry L. Wallace

4458 Ocean View Drive
Destin, FL 32541

ARTICLE V - REGISTERED OFFICE AND AGENT

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

Elizabeth J. Walters
221 McKenzie Avenue
Panama City, FL 32401

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company may be assigned in whole or in part. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operation Agreement of this Company.



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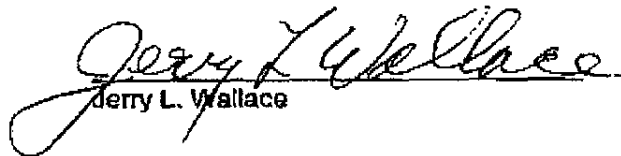
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ARTICLE VII – MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company pursuant to the Operating Agreement.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these articles of organization at Panama City, Florida, on this 12TH day of

DECEMBER, 2002.


Jerry L. Wallace

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that KEYLESS MANAGEMENT, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 4458 Ocean View Drive, Destin, FL 32541 has named Elizabeth J. Walters located at 221 McKenzie Avenue, Panama City, County of Bay, State of Florida, 32401 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


ELIZABETH J. WALTERS
BURKE & BLUE, P.A.

(Resident Agent)

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