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DAVID B. PLEAT* AMY A. PERRY**

CHRISTOPHER H. McELROY

*Also Admitted In D.C. & MD. **Also Admitted In GA.



4477 LEGENDARY DRIVE SUITE 202 DESTIN, FLORIDA 32541 850/650-0599 FAX: 850/650-4402 law@plear.coxatwork.com

December 12, 2002

Florida Department of State Division of Corporations New Filing Section Post Office Box 6327 Tallahassee, FL 32314

Re: Articles of Organization of Sandbox Title Company, L.L.C.

Dear Sir/Madam:

Enclosed please find the original Articles of Organization of Sandbox Title Company, L.L.C. Also, please find enclosed our Check No. 6490 in the amount of \$125.00 to cover the filing fee of the enclosed Articles of Organization.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

AAP/kmb Enclosures

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ARTICLES OF ORGANIZATION

OF

SANDBOX TITLE COMPANY, L.L.C.

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 SANDBOX TITLE COMPANY, L.L.C. ("Company").

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Company shall be 4477 Legendary Drive, Suite 202, Destin, Florida 32541.

ARTICLE III DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than thirty (30) years from the date these documents are filed with the Secretary of the State of Florida, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV REGISTERED OFFICE AND AGENT

The registered agent of the company in the State of Florida is David B. Pleat, Esq., whose street address is 4477 Legendary Drive, Suite 202, Destin, Florida 32541.

David B. Pleat, Esq.

ARTICLE V ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the written consent of the Manager of the Company and on such terms and conditions as shall be determined by all of the Members. A Member may transfer his or her interest in the Company only as set forth in the Articles of Organization and the Operating Agreement 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 the Manager of the Company (other than the member proposing to dispose of his/her interest) approves of the proposed transfer by unanimous written consent.

ARTICLE VI TERMINATION OF EXISTENCE

The Company shall be dissolved in accordance with the provisions of Article XII of the Operating Agreement of SANDBOX TITLE COMPANY, L.L.C., 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 the consent of the Manager, provided there are at least two remaining Members.

ARTICLE VII MANAGEMENT

The Company shall be managed by a Manager in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. The Company shall be a manager-managed company. The Operating Agreement 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 is Amy A. Perry, Esq., 4477 Legendary Drive, Suite 202, Destin, FL 32541. The Manager of the Company must also be a Member of the Company.

IN WITNESS WHEREOF, the undersigned Organizers have made and subscribed these Articles of Organization at Destin, Okaloosa County, Florida, on this Banday of December, 2002.

ŘERRY

STATE OF FLORIDA COUNTY OF OKALOOSA

BEFORE ME the undersigned authority, personally appeared AMY A. PERRY who is personally known to me and who are to me well known to be the persons described in and who subscribed the above Articles of Organization and who did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at the above County and State this ______ day of December, 2002.

Notary's Name: Kellyanne M. Bartleson

Notary Public, State of Florida

