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TALLAHASSEE, FLORIDA

**FRANKLIN H. WATSON, P.A.**

*ATTORNEY AT LAW*

ADMITTED IN  
FLORIDA & ALABAMA

5365 E. COUNTY HIGHWAY 30-A, SUITE 105  
SEAGROVE BEACH, FL 32459

PH: (850) 231-3465  
FAX: (850) 231-3475

February 10, 2003

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

**SUBJECT: ARTICLES OF ORGANIZATION FOR: J.M.B., L.L.C.**  
**OUR FILE NUMBER: L03-002**

Enclosed are an original and one (1) copy of the Articles of Organization with a check in the amount of \$160.00 encompassing the following fees:

Filing Fee for Articles of Organization and Affidavit	\$100.00
Designation of Registered Agent	25.00
Certificate of Status	5.00
Certified Copy	30.00

If you have questions or concerns regarding the enclosed, please contact Linda Van Tassel at 850 231 3465.

**FRANKLIN H. WATSON, P A**  
5365 E. Highway 30-A, Suite 105  
Seagrove Beach, FL 32459



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

February 12, 2003

FRANKLIN H. WATSON, PA  
5365 E. HIGHWAY 30-A, SUITE 105  
SEAGROVE BEACH, FL 32459

SUBJECT: J.M.B., L.L.C.  
Ref. Number: W03000004117

We have received your document for J.M.B., L.L.C. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please sign and return your check along with this document in order to complete your filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 203A00009367

**ARTICLES OF ORGANIZATION FOR  
J.M.B., L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

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:

**J.M.B., L.L.C.**

**ARTICLE II - Address:**

The mailing address of the Company is

**Box 611088,  
Rosemary Beach, FL 32456**

and the street address of the principal office of the Company shall be:

**150 Seabreeze Boulevard  
Rosemary Beach, FL 32461**

**ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and address of the Registered Agent and Registered Office are as shown on the Certificate Designating such which is a part of these Articles.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by one manager or more managers, which may or may not be members, and is, therefore, a manager – managed company.

  
\_\_\_\_\_  
**Signature of a member or authorized representative of a member.**

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

The Company shall be managed by its Managers and Directors in accordance with the Operating Agreement ("Agreement") adopted by the members for the management of the business and affairs of the Company. The Agreement may contain any provisions for the regulation and management of the

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

affairs of the Company not inconsistent with law or these articles of organization. The names and addresses of the initial Managers and Directors of the Company is/are:

Managers:

**John P. Carroll**  
**150 Seabreeze Blvd.**  
**Box 611088**  
**Rosemary Beach, FL 32461**

The number of Managers may be increased or decreased from time to time by amendment to, or in the manner provided by the Company's Agreement.

#### **ARTICLE V – Members**

The names and addresses of the initial members of the Company is/are:

**John P. Carroll**  
**150 Seabreeze Blvd.**  
**Box 611088**  
**Rosemary Beach, FL 32461**

#### **ARTICLE VI – 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 be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

#### **ARTICLE VII - Manager Liability:**

The Operating Manager(s) of the Company, shall not be liable to the Company or its members for monetary damages for an act or omission in the Operating Manager(s)'s capacity as Operating Manager(s), except as provided for in Chapter 608 of the Florida Statutes. Any repeal or amendment of this Article V by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of the Operating Manager(s) of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the Operating Manager(s) of the Company is/are not liable as set forth in the preceding sentences, the Operating Manager(s) shall not be liable to the fullest extent permitted by any provision of the Florida Statutes hereafter enacted that further limits the liability of the Operating Manager(s) or of a director of a corporation.

#### **ARTICLE VIII - Admission of New Members:**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be

determined by all the members. A member may transfer his or her interest in the Company as set forth in these Articles, the Agreement of the Company or Agreement Among Members, whichever is applicable 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 all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE IX - Members Rights to Continue Business:

The Company shall be dissolved on the death, bankruptcy, retirement, resignation, expulsion or dissolution of a member or Operating Manager, 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 all the remaining members or as otherwise provided for in the Operating Agreement.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Organization under the laws of the State of Florida this 10<sup>th</sup> day of ~~January~~, 2003.

February

FRANKLIN H. WATSON, P.A.



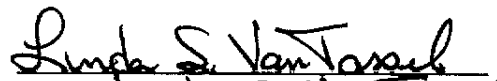
Franklin H. Watson, President

STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of ~~January~~ February, 2003 by Franklin H. Watson, as President, who is personally known to me.

WITNESS my hand and seal this 10<sup>th</sup> day of ~~January~~ February, 2003.

Affix Seal



Name: Linda S. Van Tassel  
Notary Public  
My commission expires:

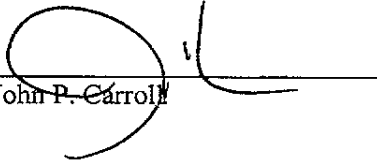
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Florida Limited Liability Company Act, F.S. Chapter 608, the following is submitted:

FIRST -- That J.M.B., L.L.C., with its principal place of business at 150 Seabreeze Blvd., Rosemary Bch, FL 32461, has named John P. Carroll, located at 150 Seabreeze Blv., Panama City Beach 32413 as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Florida Limited Liability Company Act, F.S. Chapter 608.

Date: 2-10-03

  
John P. Carroll