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Florida Department of State
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

FAP LAKESIDE, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
FAP LAKESIDE, LLC

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 FAP LAKESIDE, LLC ("Company").

ARTICLE II - ADDRESS

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

FAP LAKESIDE, LLC
8915 East County Hwy 30A
Panama City Beach, FL 32413

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 December 31, 2053, unless the Company is earlier dissolved as provided in these articles of organization.

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Document Prepared by:
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Florida Bar #0602655
BURKE & BLUE, P.A.
P.O. Box 70
Panama City, Florida 32402
(850) 769-1414

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ARTICLE IV - REGISTERED OFFICE AND AGENT

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

JOHN C. AMBROSE
8915 East County Hwy 30A
Panama City Beach, FL 32413

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the company the cash or property set forth in the operating agreement of the members.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to Company only on the unanimous consent of all the members.

ARTICLE VII - 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 the regulations 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 all the other members of the Company other than the member proposing to dispose of his or her interest approves of the proposed transfer by unanimous written consent.

ARTICLE VII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, insanity, retirement, resignation, expulsion or dissolution of a member, or on the occurrence of any other event that terminates the

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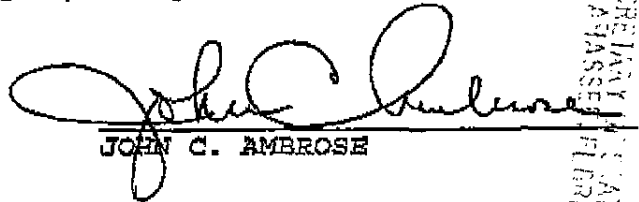
continued membership of a member in the Company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations 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 names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN C. AMBROSE	8915 East County Hwy 30A 6510 Harbour Blvd. Panama City Beach, FL 32407 32413

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Panama City, Bay County, Florida, on this 1st day of April, 2003.



 JOHN C. AMBROSE

SECRETARY
 STATE
 PANAMA CITY BEACH
 FLORIDA
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STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 1st day of April, 2003, by JOHN C. AMBROSE, who: (notary must check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

Kellie J. Brown

 NOTARY KELLIE J. BROWN

 (Print Name)

(SEAL)



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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of FAP LAKESIDE, LLC, as registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the positions of registered agent.



Name: JOHN C. AMBROSE
Registered Agent
Address: 411 E. 23rd Street
Panama City, FL 32405

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TALLAHASSEE, FLORIDA

APPROVED
AND
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