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FILED

03 APR -3 AM 10:00

SECRET, (OFF STATE
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

April 2
March 21, 2003

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

**SUBJECT: ARTICLES OF ORGANIZATION FOR: BEACH FRACTIONAL
PARTNERS, LLC
OUR FILE NUMBER: L03-046**

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 (ext. 14).

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

FILED
03 APR -3 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
BEACH FRACTIONAL PROPERTIES, LLC
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:

BEACH FRACTIONAL PROPERTIES, LLC

ARTICLE II - Address:

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

**P.O. Box 1222
Santa Rosa Beach, FL 32459**

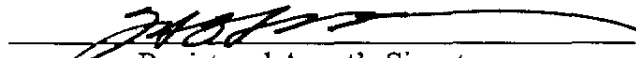
ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:

The name and address of the registered agent and office is:

**Franklin H. Watson, P.A.
5365 E. County Highway 30A, Suite 105
Seagrove Beach, Florida 32459**

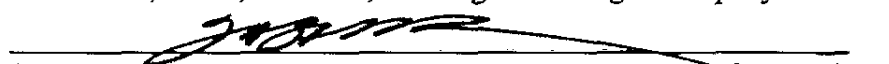
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03 APR -3 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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's Signature

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 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:

**Hal Mullins
P.O. Box 165
Southaven, MS 38671**

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 are as listed in the Company documents.

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.

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03 JUN 2009
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 25th day of March, 2003.

FRANKLIN H. WATSON, P.A.


Franklin H. Watson, President

FILED
APR - 3 AM 10:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF WALTON

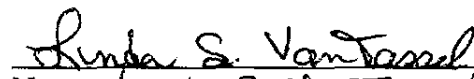
The foregoing instrument was acknowledged before me this 25th day of March 2003, by Franklin H. Watson, as President, who is personally known to me.

WITNESS my hand and seal this 25th day of March, 2003.

Affix Seal



Linda S Van Tassel
My Commission DD141074
Expires August 12, 2006


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