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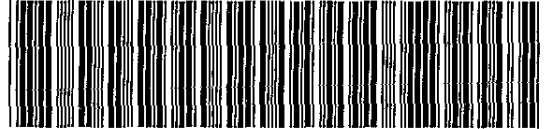
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CORPORATIONS
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CAPITAL CONNECTION, INC.

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2003 Properties LLC

- Art of Inc. File _____
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- Fictitious Name File _____
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- Courier _____

Signature _____

Requested by: _____

Name

Date

Time

4/21/03 2:36

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**ARTICLES OF ORGANIZATION OF
2003 PROPERTIES, L.L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

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ALLAHASSEE COUNTY, FLORIDA

**ARTICLE I
NAME**

The name of the limited liability company shall be **2003 PROPERTIES, L.L.C.**, and its principal place of business shall be 58 Highpoint Drive, Gulf Breeze, Florida 32561, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized by Florida law.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or

participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by unanimous approval of the Class A members of the limited liability company.

ARTICLE IV DURATION

This limited liability company shall be perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE V PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 58 Highpoint Drive, Gulf Breeze, Florida 32561. The mailing address is 58 Highpoint Drive, Gulf Breeze, Florida 32561.

ARTICLE VI
MANAGEMENT

This limited liability company shall be managed by two managers. The name and address of the persons who shall serve as such until the first annual meeting of members or until successors are elected and qualifies are: Dale W. Spradling and Linda R. Spradling, 58 Highpoint Drive, Gulf Breeze, Florida 32561.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

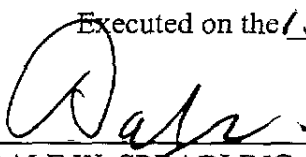
The address of the initial registered office of the limited liability company is 127 Palaflex Place, Pensacola, Florida 32501, and the name of its initial registered agent at such address is William V. Linne, Esquire.

ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP

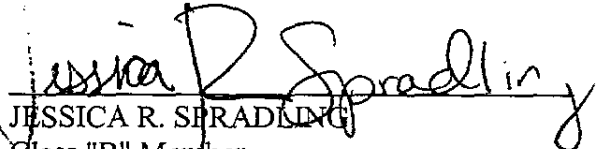
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with written approval of a majority, in interest of all members.

The undersigned, being the original members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of 2003 **PROPERTIES, L.L.C.**


Executed on the 15th day of April, 2003.




DALE W. SPRADLING
Class "A" Member and Manager



JESSICA R. SPRADLING
Class "B" Member



LINDA R. SPRADLING
Class "A" Member and Manager



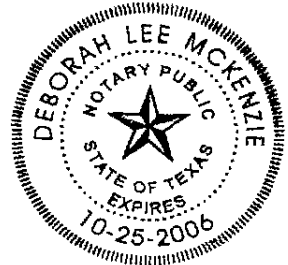
LINDA R. SPRADLING, as Custodian
for Jonathan D. Spradling under the Florida
Uniform Transfers to Minors Act,
Class "B" Member

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APR 21 PM 4:22
TALLAHASSEE, FLORIDA

STATE OF Texas
COUNTY OF Montgomery

The foregoing instrument was acknowledged before me this 15th day of April, 2003, by DALE W. SPRADLING, as a Class "A" Member and Manager of 2003 PROPERTIES, L.L.C., a Florida Limited Liability Company, who is:

- personally known to me
- produced Drivers License as identification.



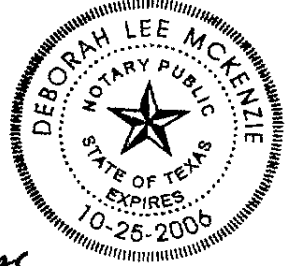
Deborah Lee McKenzie
NOTARY PUBLIC
Typed Name: DEBORAH LEE MCKENZIE
Commission Expires: 10-25-06
Commission No: _____

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2003 APR 21 PM 4:22
MONTGOMERY COUNTY, FLORIDA

STATE OF TEXAS
COUNTY OF Montgomery

The foregoing instrument was acknowledged before me this 15th day of April, 2003, by LINDA R. SPRADLING, as a Class "A" Member and Manager of 2003 PROPERTIES, L.L.C., a Florida Limited Liability Company, who is:

- personally known to me
- produced Drivers License as identification.

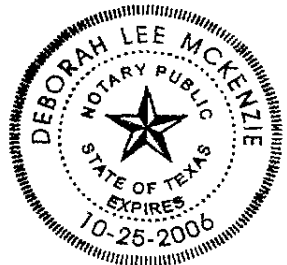


Deborah Lee McKenzie
NOTARY PUBLIC
Typed Name: DEBORAH LEE MCKENZIE
Commission Expires: 10-25-06
Commission No: _____

STATE OF Texas
COUNTY OF Montgomery

The foregoing instrument was acknowledged before me this 15th day of April, 2003, by JESSICA R. SPRADLING, as a Class "B" Member of 2003 PROPERTIES, L.L.C., a Florida Limited Liability Company, who is:

- personally known to me
- produced Drivers License as identification.



Deborah Lee McKenzie
NOTARY PUBLIC
Typed Name: DEBORAH LEE MCKENZIE
Commission Expires: 10-25-06
Commission No: _____

STATE OF _____
COUNTY OF _____



The foregoing instrument was acknowledged before me this 15th day of April, 2003, by LINDA R. SPRADLING as CUSTODIAN FOR JONATHAN D. SPRADLING UNDER THE FLORIDA UNIFORM TRANSFERS TO MINORS ACT, as a Class "B" Member of 2003 PROPERTIES, L.L.C., a Florida Limited Liability Company, who is:

- personally known to me
 produced Drivers License as identification.

Deborah Lee McKenzie
NOTARY PUBLIC
Typed Name: DEBORAH LEE MCKENZIE
Commission Expires: 10-25-06
Commission No: _____

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JULIENNE CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ESCAMBIA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE


Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **2003 PROPERTIES, L.L.C.**

The name of the registered agent for **2003 PROPERTIES, L.L.C.**, is William V. Linne, Esquire, and the street address where the agent is located is 127 Palafox Place, Pensacola, Florida 32501.

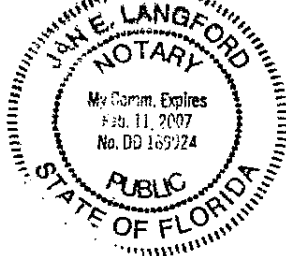
This statement is to acknowledge that, as indicated above, **2003 PROPERTIES, L.L.C.**, has appointed me, William V. Linne, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to 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.

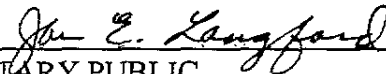
Dated: April 17, 2003.



WILLIAM V. LINNE
Registered Agent

The foregoing instrument was acknowledged before me this 17 day of April, 2003, by WILLIAM V. LINNE, agent on behalf of 2003 PROPERTIES, L.L.C., a Florida Limited Liability Company who is personally known to me.





NOTARY PUBLIC
Typed Name: Jan E. Langford
My Commission No.: CC808546
My Commission Expires: 2/11/2003