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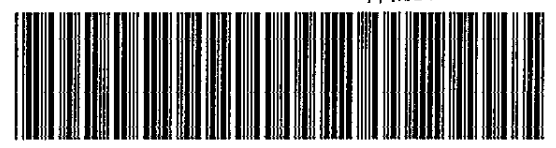
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JOHNSTON, HARRIS, GERDE & JELKS, P.A. FILED

ATTORNEYS AND COUNSELORS AT LAW

239 EAST FOURTH STREET

PANAMA CITY, FLORIDA 32401

TELEPHONE (850) 763-8421

FACSIMILE (850) 763-8425

E-mail: GERDEJELKS@aol.com

03 MAY 22 PM 2: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JERRY W. GERDE
ALLEN N. JELKS, JR.

May 21, 2003

MAYO C. JOHNSTON
(1912-1983)
WILLIAM E. HARRIS
(1923-1988)

Corporate Records Bureau
DEPARTMENT OF STATE
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

RE: Bay County Properties, L.L.C.

Dear Sir or Madam:

Please find enclosed the original and a copy of the Articles of Organization for Bay County Properties, L.L.C.


Also enclosed is a check in the amount of \$155 payable to Florida Department Of State for the following, to-wit:

\$100.00 Filing Fee for Articles of Organization for L.L.C.
\$ 25.00 Registered Agent Fee
\$ 30.00 Certified Copy
\$155.00 total enclosed

Your assistance in filing same would be most appreciated; please forward a certified copy of the Articles of Organization after filing. Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE & JELKS, P.A.


Jerry W. Gerde

JWG/nfh

CC: Bay County Properties, L.L.C.

\\Library\public\1Jerry W. Gerde\Amis, Nancy & R.Wm -- Estate Planning & Corp.
Work\Letter to Sec to State of File LLC 5-21-03nfh.wpd

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ARTICLES OF ORGANIZATION OF BAY COUNTY PROPERTIES
LIMITED LIABILITY COMPANY

03 MAY 22 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and acknowledge the foregoing Articles, hereby certifies that:

ARTICLE I - Name:

The name of the Limited Liability Company is: Bay County Properties, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company are: Mailing Address: 520 Commerce Dr., Panama City, Fl 324018;

Street Address: 520 Commerce Dr., Panama City FL 32408.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual, unless a different period of duration is provided in the Company's duly adopted Regulations.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

R. William Amis
520 Commerce Dr.
Panama City Beach, Fl 32408

Nancy Amis
520 Commerce Dr.
Panama City Beach, FL 32408

ARTICLE V - Admission of Additional Members:

The members shall have the right to admit additional members and the terms and conditions of the admissions shall be as provided in the Regulations; new members may be admitted by agreement of all existing members upon payment of contribution agreed upon by the members at the time of admission.

ARTICLE VI - Members' Rights to Continue Business:

The remaining members of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VII-Address of Registered Office, Registered Agent and Principal Office: FILED

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The mailing address and the address of the initial registered office and principal office of the Company in the State of Florida is 239 East Fourth Street, Panama City, Florida, 32401. The name of the initial registered agent of the Company at the above address shall be Jerry W. Gerde. The Company may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes section 48.091 and 608.415, the following is submitted:

Bay County Properties, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, has designated 239 East Fourth Street, Panama City, Florida, 32401 as its initial Registered Office and has named Jerry W. Gerde located at said address, as its initial Registered Agent.

By: R. William Amis
R. William Amis
Co-Managing Member

By: Nancy Amis
Nancy Amis
Co-Managing Member

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

Jerry W. Gerde
Jerry W. Gerde

ARTICLE VIII -Transactions in Which Members Are Interested:

(a) No contract or other transaction between the Company and one or more of its Members, or between the Company and any other Company, firm, or entity in which one or more of the Company's members are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such members are present at or participate in the meeting of the members or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, it:

(1) The fact of such relationship or interest is disclosed or known to the members or the committee, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested members; or

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(2) The fact of such relationship or interest is disclose or known to the members entitled to vote hereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Company at the time it is authorized.

(b) Interested members may be counted in determining the presence of a quorum at a meeting of the members or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE IX-Indemnification of Members and Managers:

The Company hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any member or manager made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Company to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a member or manager of the Company or a members, manager, director, officer, employee or agent of any other company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, to the fullest extent permitted by Florida law and in accordance with the procedures specified by Florida law for determining the legality, applicability or appropriateness of such indemnification.

ARTICLE X-Amendment:

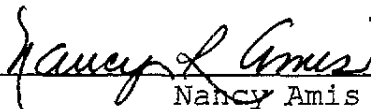
These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 12th day of May, 2003.


Nancy Amis

Signature of an authorized representative of a member executing the Articles of Organization.

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

Nancy Amis

Typed or printed name of signee

\\Library\public\1Jerry W. Gerde\Amis, Nancy & R.Wm -- Estate Planning & Corp. Work\ArticlesOfOrg 5-2-03nfh.wpd