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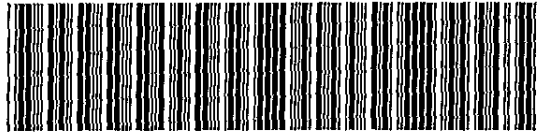
(Business Entity Name)

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EDSEL F.
MATTHEWS
JR., P.A.
ATTORNEY AT LAW

REAL ESTATE DEPARTMENT
850-435-1008

308 SOUTH JEFFERSON STREET • PENSACOLA, FLORIDA 32501 • E-mail: ematthews@ksinc.net

July 2, 2003

VIA OVERNIGHT COURIER

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

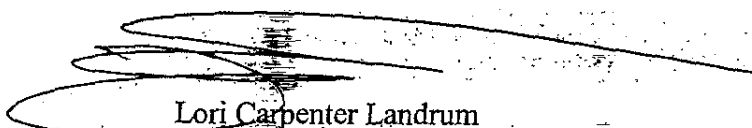
RE: Bay Pines Development, LLC

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Organization for the above referenced Limited Liability Company. Please file the original accordingly and kindly return a certified copy to the undersigned. I have also enclosed the filing and certification fee of \$155.00 by our firm's check number 10630.

If you would kindly expedite the filing of these articles and the return of the certified copy it would be greatly appreciated. If you have any questions or require any additional information or documentation, please do not hesitate to contact our office.

Sincerely,


Lori Carpenter Landrum
Paralegal to Edsel F. Matthews, Jr.

Pc: Mr. Bo Johnson

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**ARTICLES OF ORGANIZATION
OF
BAY PINES DEVELOPMENT, LLC**

The undersigned, being the duly appointed and authorized Organizer of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

Bay Pines Development, LLC

SECOND: The Limited Liability Company shall continue until the occurrence of an event set forth in the Operating Agreement which causes the termination of the Limited Liability Company.

THIRD: The Limited Liability Company is organized for the following purposes: to acquire, own, hold, improve, subdivide, manage and operate the real property known as the approximately 16.69 parcel, which includes the adjacent road front lot(75'x150')under separate contract, Highway 399-Navarre area, in Gulf Breeze-Navarre, Santa Rosa County, Florida (the "Property"); to incur indebtedness, secured and unsecured; to construct improvements on the Property; to mortgage, finance, refinance, encumber, lease, sell, exchange, convey, transfer or otherwise deal with or dispose of the Property; to enter into and perform contracts and agreements of any kind necessary to, in connection with or incidental to the business of the Limited Liability Company; and to carry on any other activities necessary to, in connection with or incidental to the foregoing, as the Members in their discretion may deem desirable.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 308 South Jefferson Street, Pensacola, Florida 32502, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Edsel "Eddie" F. Matthews, Jr., Attorney at Law.

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. If 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 as provided for in Chapter 608, F.S.



print:

Edsel "Eddie" F. Matthews, Jr.

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FIFTH: The mailing address and principal office of the Limited Liability Company is 21 East Garden Street Suite 200, Pensacola, Florida 32501.

SIXTH: The Limited Liability Company will be operated by the Members, and no manager will be appointed. The names and addresses of the Members are: Bolley "Bo" L. Johnson, having an address at P.O. Box 1392, Pensacola, Florida, 32591-1392, and Marshall O. "Neal" Colley, having an address at 102 Nightingale, Gulf Breeze 32561. The Members have appointed Edsel F. Matthews, Jr, Attorney at Law, as Organizer of this Limited Liability Company, and have authorized him to file these Articles of Organization on their behalf.

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$200.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

TENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company 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.

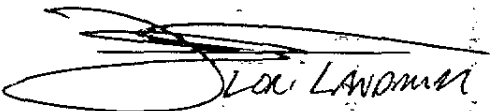
ELEVENTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Organizer has executed and acknowledged these Articles of Organization on July 2, 2003.

In the presence of:

ORGANIZER


Edsel F. Matthews, Jr.


Lori Landon

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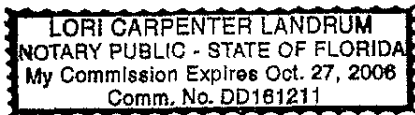
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Lisa Novatka
print: Lisa Novatka

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STATE OF FLORIDA, COUNTY OF ~~ESCAMBIA~~ ss.

The foregoing instrument was acknowledged before me on the day of July, 2003,
by Edsel F. Matthews, Jr., as authorized Organizer of the Limited Liability Company, on behalf of
its Members.



[Signature]
print:

Notary Public

My commission expires on

Personally Known ☒ OR Produced Identification ☐
Type of Identification Produced:

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