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PHONE • 850-432-1300
FACSIMILE • 850-438-4244

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

June 16, 2003

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

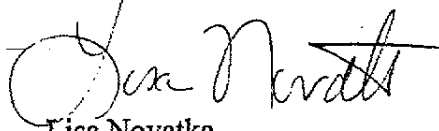
RE: Sea Dunes Associates, LLC
Pine Apple Lands, LLC

Dear Sir or Madame:

Enclosed please find the original and one copy of the Articles of Organization and a filing fee check in the amount of \$155.00 for each of the above-referenced Limited Liability Companies. Please file each of the Articles effective June 16, 2003, and return a certified copy to our office.

Should you have any questions or need any additional information with regard to this matter, please do not hesitate to contact me.

Sincerely,



Lisa Novatka
Paralegal to
Edsel F. Matthews, Jr.

Imn

Enclosures

W03-17999

~~W03-17993~~

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DIVISION OF CORPORATIONS
JUN 16 2003
TALLAHASSEE, FL
JUN 16 2003



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 24, 2003

LISA NOVATKA, PARALEGAL
EDSEL F. MATTHEWS JR., P.A.
308 SOUTH JEFFERSON STREET
PENSACOLA, FL 32501

SUBJECT: SEA DUNES ASSOCIATES, LLC
Ref. Number: W03000017999

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03 JUN 16 PM 12:27

We have received your document for SEA DUNES ASSOCIATES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Although your cover letter requests an effective date of June 16, 2003, the articles themselves do not mention an effective date. In order to be filed with an effective date, the articles themselves must specify the effective date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 003A00038381

PHONE • 850-432-1300
FACSIMILE • 850-438-4244

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 9, 2003

Mr. Lee Rivers
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


RE: Sea Dunes Associates, LLC-W03000017999
Pine Apple Lands, LLC-W03000017993

Dear Mr. Rivers:

We are in receipt of your correspondences dated June 24, 2003 (returned herewith) as it regards the above referenced entities. We have added the effective date and ask that you proceed with processing the Articles at this time.

If you have any questions or require further information or documentation, please do not hesitate to contact our office.

Sincerely,


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

Enclosures

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**ARTICLES OF ORGANIZATION
OF
SEA DUNES ASSOCIATES, LLC**

The Members and Organizers 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:

Sea Dunes Associates, 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, manage and operate the real property known as Lots 342 and 343, Block 6, Santa Rosa Island, Okaloosa County, in Fort Walton Beach, 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 Managing Member in his 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, Esq.. Edsel F. Matthews, Jr., Esq. is further designated by the members to act as Organizer of the Limited Liability Company, properly authorized to file these Articles of Organization with the Florida Secretary of State to properly bring about the existence of this Florida Limited Liability Company.

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.


Edsel F. Matthews, Jr., Reg. Agent & Organizer

EFFECTIVE DATE

6/16/03

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FIFTH: The mailing address and principal office of the Limited Liability Company is 3145 Gulf Shores Parkway, Gulf Shores, Alabama 36542.

SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member are: Rick A. Phillips, having an address at 3145 Gulf Shores Parkway, Gulf Shores, Alabama 36542

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 \$300.00. 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 affirmative vote or consent of Members holding a majority of the Members' Percentage Interests (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: The names and addresses of the Members of the Limited Liability Company are: Rick A. Phillips, having an address at 3145 Gulf Shores Parkway, Gulf Shores, Alabama 36542 ("Managing Member"), and John P. Case, having an address at 56 Midtown Park, Mobile, Alabama 36606, and Robert J. Williams, having an address at 50 Midtown Park East, Mobile, Alabama 36606.

TWELFTH: 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.

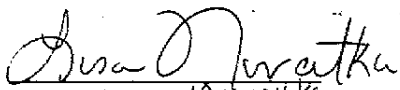
IN WITNESS WHEREOF, the properly authorized Organizer for the Limited Liability Company

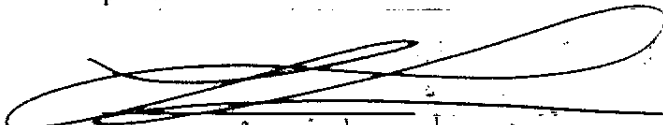
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has executed and acknowledged these Articles of Organization on June 11th 2003. This shall be the effective date of the Articles.

In the presence of:

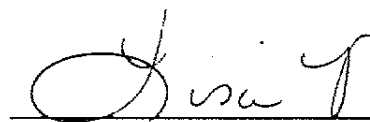

Edsel F. Matthews, Jr., Organizer


print: Lisa Novatka


print: Lori Landrum

STATE OF FLORIDA, COUNTY OF _____, ss.

The foregoing instrument was acknowledged before me on the 11th day of June, 2003, by Edsel F. Matthews, Jr., Esq., as the properly authorized Organizer on behalf of the Limited Liability Company and its members.


print: _____
Notary Public
My commission expires on _____

03 JUN 16 2003
DIVISION OF CORPORATIONS
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LISA NOVATKA
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC000580
EXPIRES 11/1/2004
BONDED THRU LSA 1-886 NOTARY1

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