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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN JUL 21 2003

BRYANT & HIGBY, CHARTERED  
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ROWLETT W. BRYANT  
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CECILIA REDDING BOYD

LYNN C. HIGBY  
(1938-1992)

July 15, 2003

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BRYANT & HIGBY CORPORATION  
TALLAHASSEE, FLORIDA

Office of the Secretary of State  
Division of Corporations  
P. O. Box 2368  
Tallahassee, Florida 32399

Re: Mill Bayou Land and Development, L.L.C.

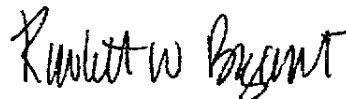
Gentlemen:

Please find enclosed Articles of Organization of Mill Bayou Land and Development, L.L.C., a Florida Limited Liability Company, and my firm check in the amount of \$155.00 representing the \$100.00 filing fee for the Articles, \$25.00 for the Registered Agent Certificate and \$30.00 for a certified copy of the Articles.

I would appreciate receiving a certified copy of the Articles at your earliest convenience. Should you have any questions or comments regarding the enclosures, please feel free to call me collect at the number above.

Thank you for your assistance in this regard.

Very truly yours,



Rowlett W. Bryant

RWB/mlw  
encls.

ARTICLES OF ORGANIZATION  
OF  
MILL BAYOU LAND AND DEVELOPMENT, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY

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DEWITT CORPORATION  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being authorized to execute and file these Articles of Organization, hereby certify that:

ARTICLE I - NAME

The name of the Limited Liability Company is MILL BAYOU LAND AND DEVELOPMENT, L.L.C.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Limited Liability Company is 1233 Huntington Ridge Road, Lynn Haven, Florida 32444.

ARTICLE III - REGISTERED AGENT,  
REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The name of the Limited Liability Company's Registered Agent and his Florida street address are: Ron Putman, 1233 Huntington Ridge Road, Lynn Haven, Florida 32444.

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

  
\_\_\_\_\_  
Ron Putman

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CHAMBER OF COMMERCE  
TALLAHASSEE, FLORIDA

**ARTICLE IV - MANAGEMENT**

The Limited Liability Company shall be managed by its members. No member of the Limited Liability Company shall be an agent of the Limited Liability Company solely by virtue of being a member. The appointment of a Managing Member can only occur by amendment to these Articles of Organization or by a provision in the Operating Agreement and Regulations.

**ARTICLE V - LIMITATION OF AUTHORITY**

A unanimous vote of the membership shall be required for (i) any amendment to the Articles of Organization; (ii) for the admission of a new member; (iii) for the sale of any asset except as provided in the Regulations adopted on even date herewith; (iv) for borrowing of any monies; (v) the dissolution of this Limited Liability Company, and (vi) for the adoption of any regulations.

**ARTICLE VI - TERM OF EXISTENCE**

The term of existence of this Limited Liability Company shall be perpetual.

**ARTICLE VII - PURPOSE**

The purpose of this Florida Limited Liability Company is to acquire and develop real estate described in that contract between Ron Putman Construction, Inc., as Buyer, and Mill Bayou of Bay County, Inc., and Northgate Development of Bay County, Inc., as Seller, dated the 14th day of July, 2003, which is by reference made a part hereof.

**ARTICLE VIII - MEMBERSHIP**

The members of the Limited Liability Company and their addresses are:

Ron Putman Construction, Inc.  
1233 Huntington Ridge Road  
Lynn Haven, Florida 32444

**ARTICLE IX - ASSET IDENTIFICATION**

Ron Putman Construction, Inc., shall cause the real property described in Exhibit "A" to the above referenced contract to be transferred and assigned to this Limited Liability Company. The described real property is subject to the provisions of these Articles of Organization and any regulations unanimously adopted by the members.

**ARTICLE X - ALLOCATION OF PROFITS  
AND LOSSES**

All members shall share profits and losses equally. No membership interest shall be subject to division, (i.e. economic interest as opposed to ownership interest). No membership interest may be assigned, pledged, encumbered or hypothecated without the unanimous consent of the members of the Limited Liability Company.

**ARTICLE XI - BUY AND SELL**

Should a member elect to withdraw, or should a member of the Limited Liability Company die, the Limited Liability Company shall have the right to purchase the interest of the withdrawing or deceased member in accordance with the regulations of the Limited Liability Company. Under no circumstances shall any sale or transfer of a member's interest be less than all of the member's interest.

IN WITNESS WHEREOF, the Undersigned Members have signed these Articles of Organization and acknowledged them to be their act this 14th day of July, 2003.

RON PUTMAN CONSTRUCTION, INC.

By Ron Putman  
Ron Putman  
President

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2003 JUL 17 PM 3:49  
CLERK OF CIRCUIT COURT  
TALLAHASSEE, FLORIDA

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CHIEF OF CLERK  
TALLAHASSEE, FLORIDA

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

*Ron Putman*

Ron Putman  
President  
Ron Putman Construction,  
Inc.

STATE OF FLORIDA)

COUNTY OF BAY )

THE FOREGOING was acknowledged before me this 14th day of July, 2003, by Ron Putman, as President of Ron Putman Construction, Inc., (who is personally known to me) or who produced \_\_\_\_\_ as identification.

*Mary Lou Wilson*

NOTARY PUBLIC

State of Florida at Large



Mary Lou Wilson  
MY COMMISSION # DD113306 EXPIRES  
May 7, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.