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ARTICLES OF ORGANIZATION OF NAVARRE SEASIDE PROPERTIES, LLC

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

FIRST: The name of the Limited Liability Company is:

Navarre Seaside Properties, 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 1, 2 & 3, Navarre Beach Residential Section 1, Santa Rosa County, Florida, Gulf Boulevard, Navarre Beach, Florida, in Navarre, Florida (the "Property"); to incur indebtedness, secured and unsecured; 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 F. Matthews, Jr., Attorney at Law, who is also duly appointed and authorized to act as Organizer to effect the formation of this Limited Liability Company with the Florida Secretary of State.

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.

mini.

Edsel F. Matthews, Jr., Attorney at Law

FIFTH: The mailing address and principal office of the Limited Liability Company is 309 Jefferson Street, Pensacola, Florida 32502.

SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member is: Rodger K. Lowery, having an address at 800 Woodbine Drive, Pensacola, Florida, 32503

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 \$1,000.00. 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, except as otherwise may be expressly agreed to in writing by the respective Member(s).

IN WITNESS WHEREOF, the duly authorized Organizer has executed and acknowledged these Articles of Organization on August 15 2003.

In the presence of:

Edsel F. Matthews, Jr.

print L. LANDEUM

print: Lisa Novarka

STATE OF FLORIDA, COUNTY OF ESCANDA SS.

The foregoing instrument was acknowledged before me on the 25 day of raugust, 2003, by Edsel F. Matthews, Jr...

print:

Notary Public

My commission expires on

Personally Known OR Produced Identification

Type of Identification Produced:

LORI CARPENTER LANDRUM NOTARY PUBLIC - STATE OF FLORIDA My Commission Expires Oct. 27, 2006 Comm. No. DD161211