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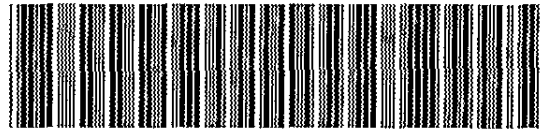
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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2003 SEP 25 AM 8:39
ALLAHASSEE, FLORIDA

J. BRYAN OCT - 1 2003

Kevin M. Helmich, P.A.

Attorney at Law

*Post Office Box 5499
4481 Legendary Drive, Suite 200
Destin, Florida 32540*

Kevin M. Helmich, Esq.
Board Certified Wills, Trust & Estates Lawyer

Telephone: (850) 650-4747
Facsimile: (850) 837-5187
E-Mail: helmich@destin-law.com

September 22, 2003

Certified Mail Receipt No: 7002-0860-0004-0717-5825

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

*Re: Okaloosa-Walton Properties, L.L.C.
Articles of Organization*

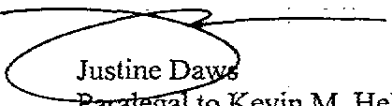
To whom it may concern:

I spoke with Gretchen Harvey, Document Specialist Supervisor, on Friday, September 19, 2003, who advised that in order for me to get the correct Articles of Organization filed I must do the following:

Enclose two copies of the executed Articles of Organization for the above-referenced LLC. Along with a check in the amount of \$25.00 to cover the fee for filing the replacement Articles.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,


Justine Dawes
Paralegal to Kevin M. Helmich, Esquire

Enclosures

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2003 SEP 25 AM 8:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
OKALOOSA-WALTON PROPERTIES, LLC**

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2003 SEP 25 AM 8:39
OKALOOSA-WALTON PROPERTIES, LLC
TALLAHASSEE, FLORIDA

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

**ARTICLE I
NAME**

The name of this limited liability company shall be OKALOOSA-WALTON PROPERTIES, LLC.

**ARTICLE II
DURATION**

This limited liability company shall have perpetual existence, unless terminated by a majority of the members or pursuant to the provisions hereof.

**ARTICLE III
PURPOSE AND POWERS**

This limited liability company is organized for the purpose of real estate investment and management, and conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have, but is not limited to, all powers enumerated in Chapter 608 mentioned above.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of the limited liability company is c/o Kevin M. Helmich, 4481 Legendary Drive, Suite 200, Destin, Florida 32541.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 4481 Legendary Drive, Suite 200, Destin, Florida 32541, and the name of the initial registered agent at that address is Kevin M. Helmich, Esq.

ARTICLE VI
MANAGEMENT

The management will initially consist of five (5) managers, but may be increased by the action of a majority in interest of the members. The names and addresses of the initial managers of the limited liability company are as follows:

Kevin M. Helmich
4481 Legendary Drive, Suite 200
Destin, Florida 32541

Brian Haugen
UBS Financial Services Inc.
34851 Emerald Coast Pkwy.
Destin, FL 32541

Judd Jackson
4703 Seastar Vista
Destin, FL 32541

Mark Violette
34990 Emerald Coast Parkway, Suite 403
4th Floor, Colonial Bank Centre
Destin, Florida 32541

Brett Stuart
35000 Emerald Coast Pkwy.
P.O. Box 30
Destin, Florida 32541

Management shall be by the persons above named.

ARTICLE VII
QUORUM

A quorum of the managers consists of over Fifty Percent (50%) of the total number of managers.

ARTICLE VIII
MANAGEMENT ACTION

A majority of the managers of the company entitled to vote, represented in person or by proxy, shall be required for all management action.

ARTICLE IX
COMPENSATION OF MANAGERS

Compensation of management will be determined by the unanimous vote of the members.

ARTICLE X
MANAGEMENT MEETINGS

No action by management can be taken without a meeting of the managers or the unanimous written consent of the managers. All regularly scheduled management meetings must be preceded by at least two (2) days notice of meeting, setting forth the

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OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

date, time, place and purposed of the meeting unless all managers not properly served with such notice waive such notice in writing.

ARTICLE XI
SPECIAL MEETINGS

All special meetings of the managers must be proceeded by at least two (2) days notice of meeting, setting forth the date, time, place and purpose of the meeting unless all managers not properly served with such notice waive such notice in writing.

ARTICLE XII
INITIAL MEMBERS

The names and addresses of the members of this limited liability company are as follows:

Kevin M. Helmich
4481 Legendary Drive, Suite 200
Destin, Florida 32541

Brian Haugen
UBS Financial Services Inc.
34851 Emerald Coast Pkwy.
Destin, FL 32541

Judd Jackson
4703 Seastar Vista
Destin, FL 32541

Mark Violette
34990 Emerald Coast Parkway, Suite 403
4th Floor, Colonial Bank Centre
Destin, Florida 32541

Brett Stuart
35000 Emerald Coast Pkwy.
P.O. Box 30
Destin, Florida 32541

ARTICLE XIII
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of the members of the company existing at that time.

ARTICLE XIV
MEMBERSHIP MEETINGS

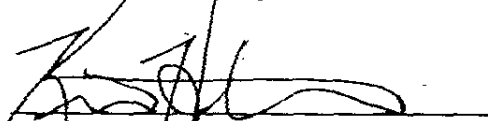
All notices of annual membership meetings must include a detailed description of the purpose or purposes for which the meeting is called.

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**ARTICLE XV
DISPOSAL OF ASSETS**

The sale, lease, exchange or other disposal of all, or substantially all, of the company's property, with or without good will, other than in the usual and regular course of business, must be approved by a majority vote of the members.

IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, have hereunto set their hands and seals on this the 11th day of September, 2003, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Department of State of Florida these Articles of Organization and certify that the facts herein stated above are true.


KEVIN M. HELMICH,
Member


BRIAN HAUGEN,
Member


JUDD JACKSON,
Member



MARK VIOLETTE,
Member

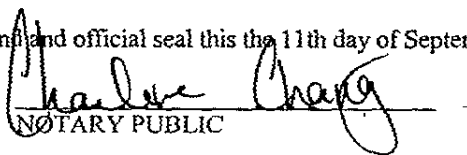

BRETT STUART,
Member

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared KEVIN M. HELMICH, who is personally known to me, and who did take an oath, and who is the person who executed the foregoing Articles of Organization and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have set my hand and official seal this the 11th day of September, 2003.

 Charlene Chang
Notary Public
Expires July 04, 2005


NOTARY PUBLIC

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2003 SEP 25 AM 8:39
OKALOOSA COUNTY, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared BRIAN HAUGEN, who produced personally known as identification and who did take an oath, and who is the person who executed the foregoing Articles of Organization and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have set my hand and official seal this the 11th day of September, 2003.



Kevin M Helmich
My Commission DD034313
Expires June 17 2005

NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared JUDD JACKSON, who produced _____ as identification and who did take an oath, and who is the person who executed the foregoing Articles of Organization and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have set my hand and official seal this the 11th day of September, 2003.



Kevin M Helmich
My Commission DD034313
Expires June 17 2005

NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared MARK VIOLETTE, who produced _____ as identification and who did take an oath, and who is the person who executed the foregoing Articles of Organization and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have set my hand and official seal this the 11th day of September, 2003.



Kevin M Helmich
My Commission DD034313
Expires June 17 2005

NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared BRETT STUART, who produced _____ as identification and who did take an oath, and who is the person who executed the foregoing Articles of Organization and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have set my hand and official seal this the 11th day of September, 2003.



Charlene Chang
My Commission DD039402
Expires July 04, 2005

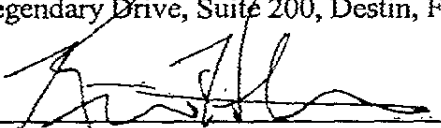
NOTARY PUBLIC

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2003 SEP 25 AM 8:31
OKALOOSA COUNTY, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**


Pursuant to Section 608.415, Florida Statutes, the following is submitted:


OKALOOSA-WALTON PROPERTIES, LLC, desiring to organize under the laws of the State of Florida with its principal place of business at c/o Kevin M. Helmich, 4481 Legendary Drive, Suite 200, Destin, Florida 32541, has named Kevin M. Helmich, Esq. as its agent to accept service of process within the State of Florida and whose address is 4481 Legendary Drive, Suite 200, Destin, Florida 32541.


KEVIN M. HELMICH,
Member

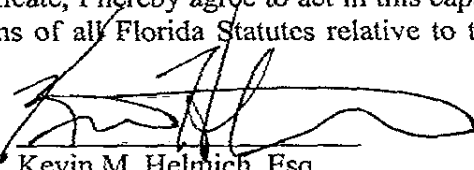

BRIAN HAUGEN,
Member


JUDD JACKSON,
Member


MARK VIOLETTE,
Member


BRETT STUART,
Member

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


Kevin M. Helmich, Esq.,
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared KEVIN M. HELMICH, ESQ., who is personally known to me and who did take an oath, and who is the person who executed the foregoing and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have set my hand and official seal this 11th day of September, 2003.
Charlene Chang
(Seal) My Commission DD039402
Expires July 04, 2005


NOTARY PUBLIC

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OKALOOSA COUNTY, FLORIDA