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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY
BAREFOOT DEVELOPMENT GROUP, LLC**

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**ARTICLES OF ORGANIZATION
FOR
BAREFOOT DEVELOPMENT GROUP, LLC
a Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Barefoot Development Group, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and principal office address of the Company shall be 1414 County Highway 283 South, PMB 119, Santa Rosa Beach, Walton County, Florida 32459.

ARTICLE III - DURATION

The period of this Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued

PREPARED BY:
M. Todd Burke, Esq.
Florida Bar No. 152048
215 Grand Boulevard, Suite 101
Destin, FL 32550
(850)267-9498

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membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE IV - MANAGEMENT

The Company is to be managed by Co-Managers and the names and addresses of the Co-Managers are:

<u>NAME</u>	<u>ADDRESS</u>
Jason Sprengle	1414 County Highway 283 South PMB 119 Santa Rosa Beach, FL 32459
Patrick McCarthy	1414 County Highway 283 South PMB 119 Santa Rosa Beach, FL 32459
Marilyn Tew	1414 County Highway 283 South PMB 119 Santa Rosa Beach, FL 32459

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

PREPARED BY:
M. Todd Burke, Esq.
Florida Bar No. 152048
215 Grand Boulevard, Suite 101
Destin, FL 32550
(850)267-9498

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M. Todd Burke, Esq.
Burke, Blue & Hutchison, P.A.
215 Grand Boulevard
Suite 101
Destin, FL 32550

ARTICLE VI – ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company may be assigned in whole or in part upon the unanimous consent of the Members of this Company. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operation Agreement of this Company.

ARTICLE VII – MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the business on the death, 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 company pursuant to the Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these articles of organization at Destin, Walton County, Florida, on this 25th day of September, 2003.


M. Todd Burke,
Authorized Representative

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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that BAREFOOT DEVELOPMENT GROUP, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 1414 County Highway 283 South, PMB 119, Santa Rosa Beach, Walton County, Florida 32459, has named M. Todd Burke, Esq., located at 215 Grand Boulevard, Suite 101, Destin, County of Walton, State of Florida, 32550 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


M. TODD BURKE
(Resident Agent)

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