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Division of Corporations

STEPHEN R. MOORHEAD
FAX NO. (850) 477-1730

P. 01

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Florida Department of State
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LIMITED LIABILITY COMPANY

North Escambia Development, LLC

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**ARTICLES OF ORGANIZATION
OF
NORTH ESCAMBIA DEVELOPMENT, LLC**

The undersigned, the sole member of this limited liability company formed under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (2002), adopts the following Articles of Organization for such limited liability company ("Company"):

ARTICLE I
Name

The name of the Company is NORTH ESCAMBIA DEVELOPMENT, LLC.

ARTICLE II
Duration

The Company's existence shall begin on the date and time these Articles of Organization are filed by the Florida Department of State and shall be perpetual.

ARTICLE III
Principal Office and Mailing Address

The Company's mailing address and the street address of its principal office are:

4161 Madura Drive
Gulf Breeze, Florida 32561

ARTICLE IV
Initial Registered Agent

Stephen R. Moorhead is the Company's initial registered agent. The mailing and street address for the registered agent is:

4300 Bayou Boulevard, Suite 13
Pensacola, FL 32503

Stephen R. Moorhead, Esq.
McDonald, Fleming, Moorhead, Ferguson,
Green, Smith & Heath, LLP
4300 Bayou Blvd., Ste. 13
Pensacola, FL 32503
Florida Bar No. 613339
Telephone: 850/477-0660
Fax: 850/477-1730

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ARTICLE V
Management

The Company shall be managed by its members, one or more of which may be a business entity. The name and address of the initial member are:

Brantley Development, Inc.
4161 Madura Drive
Gulf Breeze, Florida 32561

ARTICLE VI
Other Provisions

1. The remaining member or members of the Company may continue the business of the Company on 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 Company.

2. No member of the Company shall be an agent of the Company solely by virtue of being a member.

Dated this 5th day of December, 2003.

Brantley Development, Inc.,
a Florida corporation

By: 

Stephen R. Moorhead,
Authorized Agent

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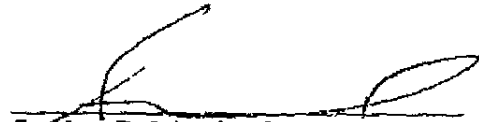
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 5th day of December, 2003.


Stephen R. Moorhead
4300 Bayou Boulevard, Suite 13
Pensacola, FL 32503
Registered Agent

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