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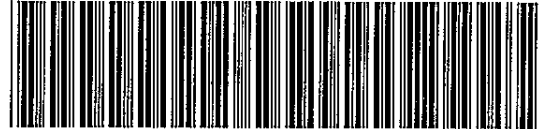
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MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

December 3, 2003

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

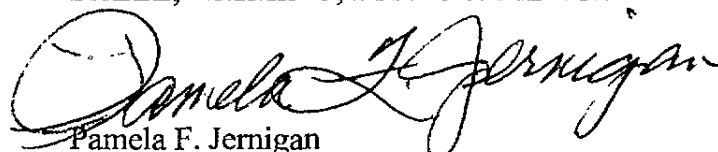
RE: WOODBURY DEVELOPMENT, L.L.C.

Gentlemen:

Enclosed please find original and one copy of the Articles of Organization for the above limited liability company. I would appreciate your filing the original Articles and returning a certified copy to the undersigned. Victor C. Franck's check in the amount of \$125.00 for the required filing fee is enclosed.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE


Pamela F. Jernigan
Secretary to Stephen B. Shell

:pjh
Enclosures
B2229-00000

**ARTICLES OF ORGANIZATION
FOR
WOODBURY DEVELOPMENT, L.L.C.
(a Florida Limited Liability Company)**

The undersigned person, a member of Woodbury Development, L.L.C., a Florida Limited Liability Company, and acting as the organizer of the Limited Liability Company, hereby adopts the following Articles of Organization for the Limited Liability Company pursuant to Chapter 608, Florida Statutes.

ARTICLE I - Name

The name of the Limited Liability Company is:

Woodbury Development, L.L.C.

ARTICLE II - Duration

The period of duration for the Limited Liability Company shall be perpetual, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the members.

ARTICLE III - Address

The mailing address and the street address of the principal office of the Limited Liability Company is as follows:

% Victor C. Franck
82 DriftOak Circle
The Woodlands, TX 77381

ARTICLE IV - Registered Agent

The name and address of the initial Registered Agent for the Limited Liability Company are as follows:

Stephen B. Shell
Shell, Fleming, Davis & Menge
Seville Tower, 9th Floor
226 South Palafox Street
Pensacola, FL 32501

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TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members

The members shall have the right to admit additional members upon the written consent of members holding the required percentage of membership interests as provided in the Regulations and the satisfaction of all other terms and conditions of admission as provided in the Regulations.

ARTICLE VI - Members Rights to Continue Business

The remaining members of the Limited Liability Company shall have the right to continue the business upon the death, 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 provided there are at least two remaining members and the business of the Company is continued by the consent of all remaining Members.

ARTICLE VII - Management

The Limited Liability Company is to be managed by managers. The number of managers shall from time to time be fixed by the Regulations of the Limited Liability Company. The number of managers constituting the initial managers is one (1). Managers need not be residents of the State of Florida or members of the Limited Liability Company. The names and addresses of such manager who is to serve as manager until the first annual meeting of members or until his successors are duly elected and qualify, unless he shall sooner die, resign or be removed in accordance with the Regulations of the Limited Liability Company, is as follows:

James W. Green
13810 River Road
Pensacola, FL 32507

The undersigned person, a member of Woodbury Development, L.L.C., a Florida Limited Liability Company, and acting as the organizer of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization for the Limited Liability Company.



Victor C. Franck, Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
WOODBURY DEVELOPMENT, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Woodbury Development, L.L.C.

2. The name and the Florida street address of the registered agent are:

Stephen B. Shell
Shell, Fleming, Davis & Menge
Seville Tower, 9th Floor
226 South Palafox Street
Pensacola, FL 32501

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.



Stephen B. Shell, Registered Agent