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LIMITED LIABILITY COMPANY

MARIANAO, LLC

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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

December 19, 2003

HALL & RUNNELS, P.A.

SUBJECT: MARIANAO, LLC
REF: W03000038788

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ARTICLES OF ORGANIZATION

OF

MARIANAO, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME:

The name of this limited liability company is MARIANAO, LLC (the "Company").

ARTICLE II - PERIOD OF DURATION:

The duration of the Company shall be perpetual except as required or allowed to dissolve under the provisions of the Florida Limited Liability Company Act, or the Company's Regulations.

ARTICLE III - PURPOSE:

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY:

The mailing address and street address of the initial principal office in Florida for the Company is 27 E. Mitchell Ave., Santa Rosa Beach, Florida 32459.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE:

The initial registered agent of the Company shall be Steven K. Hall. The street address of the initial registered agent is 36468 Emerald Coast Parkway, Suite 2101, Destin, Florida 32541.

ARTICLE VI - ADDITIONAL MEMBERS:

Additional members to the Company may be admitted only upon the unanimous and written consent of the then existing members.

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ARTICLE X - MANAGEMENT:

The Company is to be managed by an operating manager or managers. The name and address of the initial operating manager who is to serve as the operating manager until the first Annual Meeting of Members or until a successor is duly elected and qualified is John Powell Earles, IV, 27 E. Mitchell Ave., Santa Rosa Beach, Florida 32459.

ARTICLE XI - INDIVIDUALS FORMING COMPANY

The names and addresses of the Members forming this Company are John Powell Earles, IV and wife, Deborah Anne Loomis, 27 E. Mitchell Ave., Santa Rosa Beach, Florida 32459.

IN WITNESS WHEREOF, the undersigned has executed these Articles on the 15th day of December, 2003 as the authorized representative for the Members of the Company identified above

By: 

Steven K. Hall

STATE OF FLORIDA

COUNTY OF OKALOOSA

On this 15th day of December, 2003, before me personally appeared Steven K. Hall, the authorized representative the members of Marianao, LLC, a Florida Limited Liability Company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.



(Affix Seal)


 Notary Public
 My Commission Expires:

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

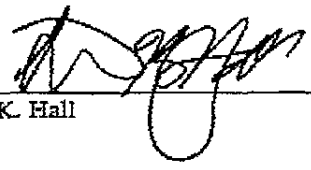
PURSUANT TO THE PROVISIONS OF 608.415, FLORIDA STATUTES, THE REFERENCED
LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Marianao, LLC.
2. The name and address of the registered agent and office is:

Steven K. Hall
36468 Emerald Coast Parkway, Suite 2101
Destin, Florida 32541

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.

DATED December 15th, 2003 by:


Steven K. Hall

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