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LIMITED LIABILITY COMPANY

RLC PROPERTIES, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
RLC PROPERTIES, LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, 2001, the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is RLC PROPERTIES, LLC

ARTICLE II - DURATION

The Company shall exist perpetually.

ARTICLE III - MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company
23223 Front Beach Road, A-711, Panama City Beach, Florida 32413.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Company is Rebecca Ferris, 23223 Front Beach Road, A-711, Panama City Beach, Florida 32413.

THIS INSTRUMENT PREPARED BY:
Scott B. Barloga, Esq.
Fla. Bar No. 48143
Barron, Redding, Hughes, Fite,
Fensom, Sanborn & Kiehn, P.A.
220 McKenzie Avenue
P.O. Box 2467
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ARTICLE V - MEMBERSHIP

The Members may permit the admission of Additional Members, upon the unanimous consent of all Members of the Company.

ARTICLE VI - CONTINUATION OF BUSINESS

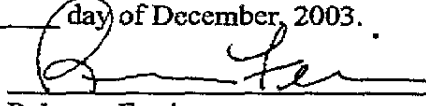
In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which would otherwise terminate the continued membership of a Member in the Company, the remaining Members of the Company may continue the business of the Company.

ARTICLE VII - MANAGEMENT

The Company shall be managed by its Manager. The names and addresses of the initial Manager of the Company is as follows:

1. Rebecca Ferris
23223 Front Beach Road, A-711
Panama City Beach, FL 32413

IN WITNESS WHEREOF, the undersigned, as Manager of the Company, executed these Articles of Organization on this _____ day of December, 2003.


Rebecca Ferris.
Manager

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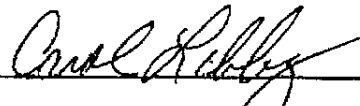
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STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 29 day of December, 2003, by Rebecca Ferris as Manager of RLC PROPERTIES, LLC, who is personally known to me.

(SEAL)



(Print Name) Carol Libby
Notary Public My Commission DD257967
Commission #  Expires November 13, 2007
My Commission Expires: _____

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**STATEMENT OF ACCEPTANCE AND
DESIGNATION OF REGISTERED AGENT****OF****RLC PROPERTIES, LLC**

**STATE OF FLORIDA
COUNTY OF BAY**

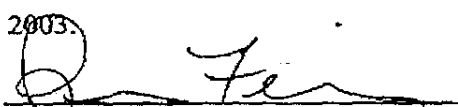
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is RLC PROPERTIES, LLC.

The name of the registered agent for RLC PROPERTIES, LLC, is Rebecca Ferris, and the street address of the agent is 23223 Front Beach Road, A-711, Panama City Beach, Florida 32413.

This statement is to acknowledge that, as indicated above, RLC PROPERTIES, LLC, has appointed me, Rebecca Ferris, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 this 29th day of December, 2003.


Rebecca Ferris
Registered Agent

The foregoing instrument was acknowledged before me this 29th day of December, 2003, by Rebecca Ferris, agent on behalf of RLC PROPERTIES, LLC, a limited liability company. She is personally known to me.

(seal)



Carol Libby
My Commission DD287067
Expires November 13, 2007


Notary Public

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AND
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