

Division of Corporations

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Florida Department of State  
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Account Name : BURKE AND BLUE, P.A.  
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**LIMITED LIABILITY COMPANY**  
**BEACH TOWER RESORT MOTEL, LLC**

Certificate of Status	1
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ARTICLES OF ORGANIZATION  
OF  
BEACH TOWER RESORT MOTEL, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be BEACH TOWER RESORT MOTEL, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be:

BEACH TOWER RESORT MOTEL, LLC  
12001 Front Beach Road  
Panama City Beach, FL 32407

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved as provided in these articles of organization.

Prepared by:  
MICHAEL S. BURKE, ESQ.  
Florida Bar No. 0133851  
BURKE, BLUE & HUTCHISON, P.A.  
221 McKenzie Avenue  
Post Office Box 70  
Panama City, Florida 32402  
(850) 769-1414

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**ARTICLE IV - REGISTERED OFFICE AND AGENT**

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

JASON P. OAKES  
21020 S. Lakeview Drive  
Panama City Beach, FL 32413

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the company the cash or property set forth in the operating agreement of the member.

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

**ARTICLE VII - MEMBERS**

The members of the company shall be:

JASON P. OAKES	21020 S. Lakeview Drive Panama City Beach, FL 32413
TRACY R. OAKES	21020 S. Lakeview Drive Panama City Beach, FL 32413

**ARTICLE VIII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless

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all the other members of the Company other than the member proposing to dispose of his or her interest approves of the proposed transfer by unanimous written consent.

ARTICLE IX - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, insanity, retirement, resignation, expulsion or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE X - MANAGEMENT

The Company shall be a Manager-managed Company in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

The Manager shall be:

JASON P. OAKES 21020 S. Lakeview Drive Panama City Beach, FL 32413

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Panama City, Bay County, Florida, on this 14th day of January, 2004

[Signature] JASON P. OAKES, Manager

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STATE OF FLORIDA  
COUNTY OF BAY

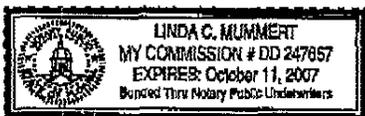
The foregoing instrument was acknowledged before me this 14th day of January, 2004, by JASON P. OAKES, who: (notary must check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification.

Linda C. Mummert  
Notary  
Linda C. Mummert

(SEAL)

(Print Name)

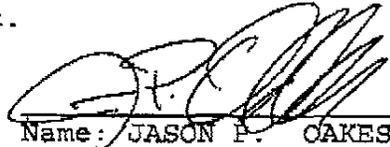


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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of BEACH TOWER RESORT MOTEL, LLC, as registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the positions of registered agent.



Name: JASON P. OAKES  
Registered Agent

Address: 12001 Front Beach Road  
Panama City Beach, FL 32407

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