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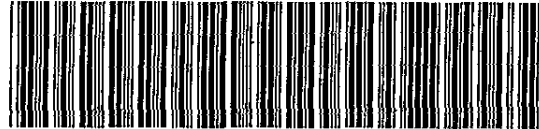
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Edmund W. Holt, J.D.*

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Estate Planning/Probate

Real Estate Law

* Certified Circuit Mediator

R. John Westberry, J.D.*

Labor & Employment

Marital & Family

Administrative Law

* Also Licensed in Alabama

January 27, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Organization of Beach Ventures of the Gulf Coast, L.L.C.

To Whom it May Concern:

Enclosed are the following documents necessary to incorporate Beach Ventures of the Gulf Coast, L.L.C.

1. Original, signed, and notarized Articles of Organization.
2. Duplicate photocopy of the Articles.
3. My check in the amount of \$155.00 which represents \$100.00 filing fees, \$25.00 for Registered Agent Designation, and \$30.00 for a Certified Copy of Record.

Please accept the Articles for filing and have the duplicate copy certified and returned along with the Corporate Charter and Certified Copy of Record to my office as soon as possible.

Thank you for your time and attention to this request.

Respectfully,



Edmund W. Holt

EWI/emj
Enclosures

ARTICLES OF ORGANIZATION
of
BEACH VENTURES OF THE GULF COAST, L.L.C.,
A Florida Limited Liability Company.

The undersigned certifies that she has executed the foregoing Articles for the purpose of becoming a limited liability company under the laws of the State of Florida and providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **BEACH VENTURES OF THE GULF COAST, L.L.C.**, and its principal office shall be located at 14508 Perdido Key Drive, in the City of Pensacola; County of Escambia, State of Florida 32507, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the company shall be 14508 Perdido Key Drive, Pensacola, FL 32507.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in the development, sale, lease, listing, purchase, and related activities of real estate and real estate ventures.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV
MANAGEMENT

Management of this limited liability company is reserved to its member, whose name and address is as follows:

Grace K. Eris
5687 Grande Lagoon Drive
Pensacola, FL 32507
Managing Member

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in an amount to be determined by the initial member herein shall be paid in cash, property, or in kind. Additional contributions will be made as required for investment purposes as determined by unanimous consent of the members.

ARTICLE VII
COMMENCEMENT AND DURATION

This limited liability company shall commence on the date duly chartered by the State herein and exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 14508 Perdido Key Drive, City of Pensacola, County of Escambia, State of Florida 32507, and the name of the company's initial registered agent at that address is Grace K. Eris.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Beach Ventures of the Gulf Coast, L.L.C.

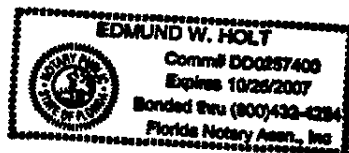
Executed by the undersigned at Pensacola, Florida, this 27 day of January, 2004.



Grace K. Eris, Initial Member

STATE OF FLORIDA
COUNTY OF ESCAMBIA

SWORN TO AND SUBSCRIBED before me this 27 day of January, 2003, by Grace K. Eris, as initial member of Beach Ventures of the Gulf Coast, limited liability company, individually and on behalf of said company, who (☒) was personally known to me or (☐) has produced the following as identification: _____

-Notary Seal-




Notary Public
Edmund W. Holt
(Type or print name)
State of Florida at Large

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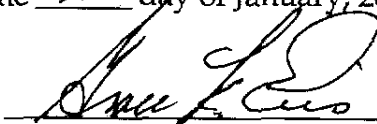
REGISTERED AGENT ACCEPTANCE
AND
MEMBER CERTIFICATION

The undersigned hereby accepts the appointment as Registered Agent of Beach Ventures of the Gulf

Coast, L.L.C., and she is familiar with, and accepts, the obligations of that position as required by law.

Furthermore, the undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Beach Ventures of the Gulf Coast, L.L.C., a Florida limited liability company.

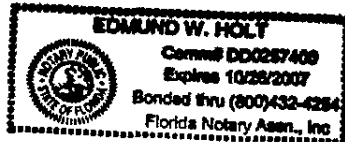
Executed by the undersigned in Pensacola, Florida, on the 27 day of January, 2004.



Grace K. Eris, Registered Agent

STATE OF FLORIDA
COUNTY OF ESCAMBIA

SWORN TO AND SUBSCRIBED before me this 27 day of January, 2004, by Grace K. Eris, as registered agent of Beach Ventures of the Gulf Coast, limited liability company, individually and on behalf of said company, who (☒) was personally known to me or (☐) has produced the following as identification: _____

-Notary Seal-




Notary Public
Edmund W. Holt
(Type or print name)
State of Florida at Large

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