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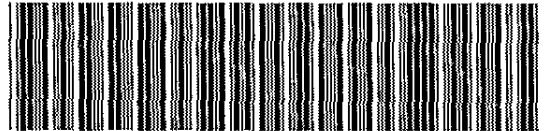
(Business Entity Name)

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BRYANT & HIGBY, CHARTERED
ATTORNEYS AT LAW

833 HARRISON AVENUE

POST OFFICE BOX 860

PANAMA CITY, FLORIDA 32402-0860

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TELECOPIER (850) 785-1533

ROWLETT W. BRYANT
CLIFFORD C. HIGBY
CECILIA REDDING BOYD

LYNN C. HIGBY
(1935-1992)

February 13, 2004

Office of the Secretary of State
Division of Corporations
P. O. Box 2368
Tallahassee, Florida 32399

Re: Prime Properties, L.L.C.
a Limited Liability Company

Gentlemen:

Please find enclosed Articles of Organization of Prime Properties, L.L.C., a Florida Limited Liability Company, and my firm check in the amount of \$155.00, representing the \$100.00 filing fee for the Articles, \$25.00 for the Registered Agent Certificate and \$30.00 for a certified copy of the Articles.

I would appreciate receiving a certified copy of the Articles at your earliest convenience. Should you have any questions or comments regarding the enclosures, please feel free to call me collect at the number above, inasmuch as time is of the essence.

I very much appreciate your cooperation in this regard.

Very truly yours,

Rowlett Bryant
(mlw)

Rowlett W. Bryant

RWB/mlw
encls.

2-25-04

Brenda -

After you took care of this for Mr. Bryant yesterday, this package came back in the mail today because I had an incorrect bot number. Also, the other one enclosed was returned. Please drop it. Thank you.

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
PRIME PROPERTIES OF PANAMA CITY, FLORIDA, L
A LIMITED LIABILITY COMPANY

THE UNDERSIGNED, being authorized to execute and file these Articles of Organization, hereby certify that:

ARTICLE I - NAME

The name of the Limited Liability Company (hereinafter referred to as "Company") is PRIME PROPERTIES OF PANAMA CITY, FLORIDA, L.L.C.

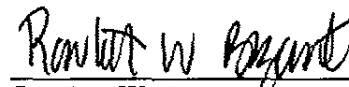
ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Limited Liability Company is 102 Harbor Point Drive, Lynn Haven, Florida 32444.

ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The name of the Limited Liability Company's Registered Agent and his Florida street address are: Rowlett W. Bryant, 833 Harrison Avenue, Panama City, Florida 32401.

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 as provided for in Chapter 608, F.S.


Rowlett W. Bryant

ARTICLE IV - MANAGEMENT

The Limited Liability Company shall be managed by its members. The names and addresses of the members are:

William R. Rhodes	102 Harbor Point Dr. Lynn Haven, Fl 32444
C. Thomas Hutchins	2250 Harrison Avenue Panama City, Fl 32401
Michael H. Meints	433 Bay Shore Drive Panama City Beach, Fl 32407

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members may be admitted to this Limited Liability Company without the consent of all members.

ARTICLE VI - LIMITATION OF AUTHORITY

No member of this Limited Liability Company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member, except that of the managing member.

ARTICLE VII - REGULATIONS

Any regulations relative to this Limited Liability Company must be in writing and signed by all of the Members.


ARTICLE VIII - EVENTS OF DISSOLUTION

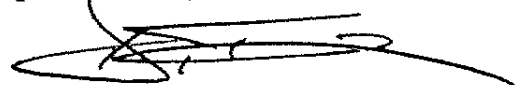
The Company shall be dissolved upon the happening of any of the following:

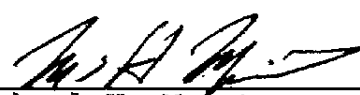
1. Upon written agreement of two-thirds of the Membership.

2. Upon the death, retirement, resignation, expulsion or bankruptcy of a Member or any other event which terminates the continued membership of a Member in the Company, unless the remaining Members, within ninety (90) days after the event or occurrence, unanimously elect to continue the business of the Company pursuant to the terms of these Regulations.

IN WITNESS WHEREOF, the Undersigned Members have signed these Articles of Organization and acknowledged them to be their act, this 11th day of February, 2004.


William R. Rhodes
102 Harbour Point Dr.
Lynn Haven, Fl 32444


C. Thomas Hutchins
2250 Harrison Avenue
Panama City, Fl 32401


Michael H. Meints
433 Bay Shore Drive
Panama City Beach, Fl 32407

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA)

COUNTY OF BAY)

THE FOREGOING was acknowledged before me this 11th day of February, 2004, by William R. Rhodes, who is personally known to me or who produced FLA. Dr. License as identification.

Mary Lou Wilson
NOTARY PUBLIC
State of Florida at Large



Mary Lou Wilson
MY COMMISSION # DD113306 EXPIRES
May 7, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA)

COUNTY OF OKaloosa)

THE FOREGOING was acknowledged before me this 11th day of February, 2004, by C. Thomas Hutchins, who is personally known to me or who produced Personally Known as identification.

x Chase
NOTARY PUBLIC
State of Florida at Large



CHRISTINA BICKNELL
Commission # DD0092522
Expires 2/14/2006
Bonded through
Florida Notary Assn., Inc.

STATE OF FLORIDA)

COUNTY OF Okaloosa Bay)

THE FOREGOING was acknowledged before me this 13th day of February, 2004, by Michael H. Meints, who is personally known to me or who produced _____ as identification.

Mary Lou Wilson
NOTARY PUBLIC
State of Florida at Large



Mary Lou Wilson
MY COMMISSION # DD113306 EXPIRES
May 7, 2006
BONDED THRU TROY FAIN INSURANCE, INC.