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THOMAS SALE, JR.
Attorney and Counsellor at Law
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PANAMA CITY, FLORIDA 32402

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 12, 2004

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

RE: **TR&R TIMBER COMPANY, LLC**
SIP OF BAY COUNTY, LLC

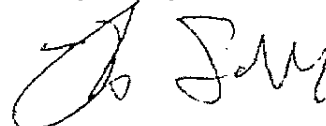
Gentlemen:

Enclosed are:

1. An original and one copy of Articles of Organization and Designation of Registered Agent for TR&R TIMBER COMPANY, LLC, which we will appreciate your filing and returning a certified copy.
2. An original and one copy of Articles of Organization and Designation of Registered Agent for SIP OF BAY COUNTY, LLC, which we will appreciate your filing and returning a certified copy.
3. Check No. 5552 payable to Secretary of State in the amount of \$310.00 for the filing fees.

If there is any question, please call us collect at the above number. Thank you.

Very truly yours,



Thomas Sale, Jr.

TSJr/km

Enclosures

ARTICLES OF ORGANIZATION
OF
SIP OF BAY COUNTY, LLC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned forms a limited liability company under the laws of the State of Florida, 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 SIP OF BAY COUNTY, LLC, and its principal office shall be located at 602 Harrison Avenue, Suite One, County of Bay, State of Florida, 32401, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. Above is also the mailing address of the limited liability company.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers and purposes 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 acquire, hold, use, manage, improve, operate real and personal property within and without the State of Florida, and to encumber and dispose of same.
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 administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

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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 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 this 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 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

The limited liability company is to be managed by a manager under the authority and direction of the Members. The Manager's name and address is:

Raleigh P. Sale
601 Redbird St.
Lynn Haven, FL 32444

The day to day operations shall be managed by the manager. However, any alienation or encumbering of company assets shall require the concurrence of the members.

ARTICLE V MEMBERS AT TIME OF FORMATION

This limited liability company is formed by Thomas Sale, Jr. and wife, Geraldine W. Sale, as tenants by the entirety. The Member's address is P. O. Box 426, Panama City, FL 32402

ARTICLE VI 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 the 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 a unanimous consent of the remaining members.

ARTICLE VII CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made

as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VIII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members as of December 31st of each year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE IX
DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE X
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 602 Harrison Avenue, Suite One, Panama City, Florida, County of Bay, and the name of the company's initial registered agent at that address is Thomas Sale, Jr.

The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of SIP OF BAY COUNTY, LLC.

Executed by the undersigned this 12 day of Feb, 2004.



Thomas Sale, Jr.

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

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STATE OF FLORIDA
COUNTY OF BAY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 SIP OF BAY COUNTY, LLC.

The name of the registered agent for SIP OF BAY COUNTY, LLC. is Thomas Sale, Jr., and the street address of the company's principal office where the agent is located is 602 Harrison Avenue, Suite One, Panama City, Florida 32401.

This statement is to acknowledge that, as indicated above, SIP OF BAY COUNTY, LLC, has appointed Thomas Sale, Jr., as its registered agent to accept service of process for the company at the place designated above 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.




Thomas Sale, Jr.

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared THOMAS SALE, JR., who is personally known to me, and who acknowledged before me his execution of same for the reasons therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this
12 day of February, 2004.


Notary Public
My commission expires:

KATHY L. MORRISON
Notary Public, State of Florida
My Comm. Expires Sept. 29, 2004
No. CC961905