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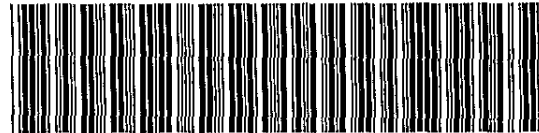
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LAW OFFICES  
**CHESSER & BARR, P.A.**

D. MICHAEL CHESSER\*  
HARRY E. BARR\*\*\*  
KAREN L. ARNETT<sup>o</sup>  
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LESLIE D. SHEEKLEY  
CHRISTA L. SWANICK

OF COUNSEL  
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1201 EGLIN PARKWAY  
SHALIMAR, FLORIDA 32579  
(850) 651-9944  
FAX (850) 651-6084

March 8, 2004

Florida Department of State  
Attn: Division of LLCs  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: SHADEVCO, LLC

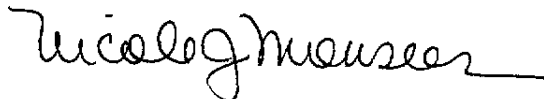
Dear Sir/Madam:

Enclosed you will find the original Articles of Organization for SHADEVCO, LLC to be filed with your office along with a check in the amount of \$155.00 for Filing Fee, Designation of Registered Agent and a Certified Copy.

Once filed, please return the Certified Copy to my attention at the address above.

If I can answer any questions, please feel free to contact me directly. Thank you.

Sincerely,



Nicole J. Monsees  
Enclosures

**ARTICLES OF ORGANIZATION  
OF  
SHADEVCO, LLC**

THE UNDERSIGNED MEMBER, pursuant to the provisions of Chapter 608 of the Florida Statutes, hereby certifies that the persons named herein as Members have associated themselves together for the purpose of becoming 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. It is further declared that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I - NAME**

The name of the limited liability company shall be Shadevco, LLC (the "Company").

**ARTICLE II - PURPOSE**

The purpose of the Company is to acquire, improve, subdivide, hold, develop, maintain, mortgage, assign, pledge, finance, and sell real property, including but not limited to, certain property located in Shalimar, Okaloosa County, Florida, and to engage in any activity, of any kind, in connection with the foregoing purpose; to engage in and conduct such other activities as may be necessary, advisable, or appropriate, in the reasonable opinion of the Manager of the Company permitted under Chapter 608 of the Florida Statutes.

**ARTICLE III - EFFECTIVE DATE**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

**ARTICLE IV - DURATION**

The period of duration for this limited liability company shall end on December 31, 2049.

**ARTICLE V - DISSOLUTION**

Upon the occurrence of any Dissolution Event (as defined in the Operating Agreement of the Company), the Company shall be deemed to have dissolved unless, within ninety (90) days after such date, the Members affirmatively agree in writing to continue the business of the Company.

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**ARTICLE VI - COMPANY ADDRESS;  
REGISTERED OFFICE ADDRESS; REGISTERED AGENT**

The mailing address and street address of the principal office of this limited liability company is 1201 Eglin Parkway, Shalimar, Florida 32579 which shall also be the street address of the initial registered office of the Company. The name of its initial registered agent at such address is D. Michael Chesser.

**ARTICLE VII - CAPITAL CONTRIBUTIONS**

The Members have agreed to contribute cash in the amount of \$1,000 and may contribute additional property or cash from time-to-time.

**ARTICLE VIII - RESTRICTIONS ON MEMBERSHIP**

Members shall be admitted as set forth in the Operating Agreement. Contributions required of new members shall be determined by the Members as of the time of admission to the limited liability company.

A Member's interest in the Company may not be sold or otherwise transferred unless the Member is in compliance with the terms of the Operating Agreement.

**ARTICLE IX - MANAGEMENT**

Management of this limited liability company shall be vested in Gloria Frazier or D. Michael Chesser, either of whom is designated as Manager, and whose address is c/o Chesser & Barr, 1201 Eglin Parkway, Shalimar, Florida 32579.

Either manager has the authority to exercise all powers typically exercised by the President of a business corporation including the specific power to appoint such other officers of this limited liability company as said Manager deems appropriate. The term of the managers shall continue until a successor shall have been elected by a vote of the Members in the manner as specified in the Operating Agreement.

**ARTICLE X - LIMITED LIABILITY COMPANY REGULATIONS**

The power to adopt, alter, amend or repeal the Operating Agreement governing this Company shall be vested in the Members.

## ARTICLE XI - INDEMNIFICATION

If the criteria set forth in §608.4229, Florida Statutes, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manger or Member, his or her personal representative, devisees or heirs, in the manner and to the extent contemplated by §608.4229, Florida Statutes.

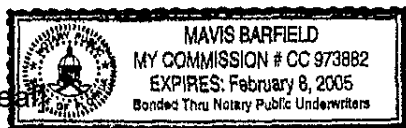
IN WITNESS WHEREOF, the undersigned hereby certify that the foregoing constitutes the Articles of Organization of Shadevco, LLC. These Articles of Organization were executed by the undersigned Members at Okaloosa County, Florida on March 31, 2004.

  
D. Michael Chesser, Member and Manager

STATE OF FLORIDA  
COUNTY OF OKALOOSA

On this 31 day of March, 2004, before me personally appeared **D. Michael Chesser**, who is a Member of a Florida limited liability company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that she executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.



  
Notary Public  
My Commission Expires:

**ACCEPTANCE BY THE REGISTERED AGENT**

I, D. Michael Chesser, hereby accept appointment as Registered Agent for the Limited Liability Company, SHADEVCO, LLC, and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 3d day of March, 2004.

  
D. Michael Chesser, Registered Agent