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LIMITED LIABILITY COMPANY

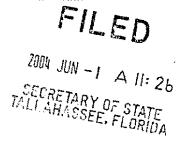
STRATEGIC HOLDINGS, LLC

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ARTICLES OF ORGANIZATION OF STRATEGIC HOLDINGS, 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 STRATEGIC HOLDINGS, LLC ("Company").

ARTICLE II - ADDRESS

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

STRATEGIC HOLDINGS, LLC 6407 Dolphin Shores Drive Panama City Beach, FL 32407

ARTICLE III - DURATION

Edward A. Hatchison, Jr. Fiorida Ear 20102655 BURKE, BLUE & HUTCHISON, F.A. P.O. Box 70 Panema City, Fiorida 32402 (550) 788-1414 06/01/2004 16:49 FAX 850 784 0857

BURKE & BLUE P.A.

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ARTICLE IV - REGISTERED OFFICE AND AGENT SECRETARY OF STATE THE name and street address of the registered agent of the company in the state or the registered agent of the company in the state or the registered agent of the company in the state or the registered agent of the company in the state or the registered agent of the company in the state or the registered agent of the company in the state or the registered agent of the company in the state or the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of the company in the state of the registered agent of of Florida is:

WILLIAM S. HOLT 6407 Dolphin Shores Drive Panama City Beach, FL 32407

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 members.

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 - 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 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 VII - 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

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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 $\frac{7ALLARACET}{ALLARACET}$ provided there is at least one remaining member.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members 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 names and addresses of the members of the Company are:

NAME

ADDRESS

WILLIAM S. HOLT

6407 Dolphin Shores Drive Panama City Beach, FL 32407

CYNTHIA G. HOLT

6407 Dolphin Shores Drive Panama City Beach, FL 32407

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Panama City, Bay County, Florida, on this ____day of June, 2004.

WILLIAM S. HOLT

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STATE OF FLORIDA COUNTY OF BAY

2004 JUN -1 A 11: 26 by WILLIAM S. HOLT, who: (notary must check applicable box)

is personally known to me.

produced a current _____ driver's license as identification.

produced dervee's remeas identification:

DONNA R. FURNEY

(Print Name)

(SEAL) DONNA R. FURNEY alary Public - State of Florida My Commission September 27, 2008 Commission # 00274246 A yroted by National Natory A

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS UN - 1 A 11: 26

The undersigned member or authorized representative of a member STRATEGIC TATE HOLDINGS, LLC, deposes and says:

- 1. The above named limited liability company has 2 members.
- 2. The total amount of cash contributed by the members is \$1,000.00.
- The total amount of cash or property anticipated to be contributed by the members
 \$500,00. This total includes amount from 2 above.

THE AFFIANT SAYS NOTHING FURTHER

This the 154 day of June, 2004.

Commission # 00274246 Sorcied by National Hotely As Name: WILLIAM S. HOLT

STATE OF FLORIDA COUNTY OF BAY

•	The foregoing instrum	ent was acknowledged be	fore me this 1st	day of June, 2004,
by Wi	LLIAM S. HOLT, who:	(notary must check applied	cable box)	•

is personally known to me. produced a current <u>FL</u>	driver's license as identification,
□ produced	_as identification. /
	Down Slumey
Noticy Public - Male of Florida	(SEAL) BONNAR FURNEY (Print Name)