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Division of Corporations

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From:

Account Name : EDSEL F. MATTHEWS, JR., P.A.
Account Number : I20020000110
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LIMITED LIABILITY COMPANY

100% 120 South Alcaniz Street, LLC

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MATTHEWS
JR., P.A.
ATTORNEY AT LAW

REAL ESTATE DEPARTMENT
850-435-1808

108 SOUTH JEFFERSON STREET • PENNSACOLA, FLORIDA 32502 • E-mail: efmatlaw@bellisouth.net

FAX COVER

DATE: 6/6/04

TO: DIVISION OF CORPORATIONS
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FAX #: 850-205-0383

FROM: Edsel F. Matthews, Jr. P.A.

RE: 100% 120 South Alcaniz Street, LLC
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If you have any questions, please contact Lori Lindrum at the above phone number. Thank you.

850-432-1300

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ARTICLES OF ORGANIZATION

OF

100% 120 SOUTH ALCANIZ STREET, LLC

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

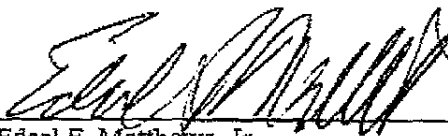
100% 120 South Alcaniz Street, LLC

SECOND: The Limited Liability Company shall continue until the occurrence of an event set forth in the Operating Agreement which causes the termination of the Limited Liability Company.

THIRD: The Limited Liability Company is organized for the following purposes: to acquire, own, hold, improve, manage and operate the real property known as 120 South Alcaniz Street, in the City of Pensacola, Florida (the "Property"); to incur indebtedness, secured and unsecured; to mortgage, finance, refinance, encumber, lease, sell, exchange, convey, transfer or otherwise deal with or dispose of the Property; to enter into and perform contracts and agreements of any kind necessary to, in connection with or incidental to the business of the Limited Liability Company; and to carry on any other activities necessary to, in connection with or incidental to the foregoing, as the Members in their discretion may deem desirable.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 308 South Jefferson Street, Pensacola, Florida 32502, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Edsel F. Matthews, Jr..

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.


Edsel F. Matthews, Jr.

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FIFTH: The mailing address and principal office of the Limited Liability Company is 120 South Alcaniz Street, Pensacola, Florida 32502.

SIXTH: The Limited Liability Company will be operated by the Members, and no manager will be appointed. The names and addresses of the Members are: The Power Group, LLC, a Florida limited liability company, of 120 South Alcaniz Street, Pensacola, Florida 32502, and Gregory S. English and Linda J. English, Husband and Wife, as Tenants by the Entireties, with Right of Survivorship, also of 2541 Magnolia Avenue, Pensacola, Florida 32503.

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$200.00 cash, and contribution by The Power Group, LLC of an undivided fifty (50%) percent interest in the parcel of real property located at 120 South Alcaniz Street, Pensacola, Florida, valued at approximately \$150,000.00, and a further contribution by Gregory English of the remaining fifty (50%) percent interest in said parcel of real property valued at approximately \$150,000.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

TENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

ELEVENTH: The names and addresses of the Members and Organizers of the Limited Liability Company are: The Power Group, LLC, a Florida limited liability company, of 120 South Alcaniz Street, Pensacola, Florida 32502, and Gregory S. English and Linda J. English, Husband and Wife, as Tenants by the Entireties, with Right of Survivorship, of 2541 Magnolia Avenue, Pensacola, Florida 32503.

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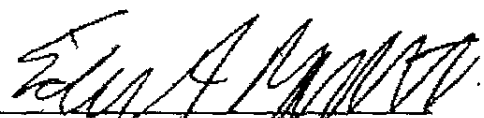
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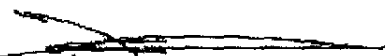
TWELFTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.


IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on June 2, 2004.

In the presence of:

THE POWER GROUP, LLC


Edsel F. Matthews, Jr., Organizer


print: L. Landrum


print: Kimberly A. Shipman

STATE OF FLORIDA, COUNTY OF ESCAMBIA, ss.

The foregoing instrument was acknowledged before me on the 2 day of June, 2004,
by Edsel F. Matthews, Jr., Organizer.

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TALLAHASSEE, FLORIDA


Notary Public
My commission expires on

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Type of Identification Produced:

