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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

402 BEACH RETREAT, LLC

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**ARTICLES OF ORGANIZATION OF
402 BEACH RETREAT, LLC**

The undersigned, SANDRA K. PHILLIPS, a natural person competent to contract and authorized representative of 402 BEACH RETREAT, LLC, hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I

The name of the limited liability company is:

402 BEACH RETREAT, LLC

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The street address of the principal office and mailing address of the limited liability company is 1217 Airport Road, Suite 419, Destin, FL 32541.

ARTICLE III - PURPOSES AND POWERS

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

This limited liability company shall have a perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this limited liability company shall be 1217 Airport Road, Suite 419, Destin, FL 32541, and the name of the initial registered agent of this limited liability company at that address is Sandra K. Phillips.

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ARTICLE VI - AMENDMENT

The company reserves the right to amend these Articles of Organization or any amendment thereto from time to time by the vote of its sole member in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on the 8 day of June, 2004.


Sandra K. Phillips, Authorized Representative

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of 402 BEACH RETREAT, LLC. Further, I am familiar with and accept the duties and obligations of such designation.

By: 
SANDRA K. PHILLIPS

Date: June 8, 2004

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