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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Hidden Bay Phase II LLC

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ARTICLES OF ORGANIZATION

OF

HIDDEN BAY PHASE II, L.L.C.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - NAME

The name of the limited liability company is HIDDEN BAY PHASE II, L.L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address of the principal office of the Limited Liability Company is 8255 Gulf Blvd. #30, Navarre, Florida 32566. The street address of the principal office of the Limited Liability Company is 8255 Gulf Blvd. #30, Navarre, Florida 32566. The registered office of the Limited Liability Company is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall commence on the date set forth below (i.e., the date of subscription and acknowledgment of these Articles of Organization) and shall be perpetual unless the Limited Liability Company is terminated as provided in its regulations; provided, however, that the remaining members may continue the existence of the Limited Liability Company as provided in Article VI below and as further provided in its regulations.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are: John Shim, 6735 Sunbriar Drive, Cumming, Georgia 30040; Gary Pruitt, 5725 Sourwood Road, Cumming, Georgia 30040; Rob C. White, 3201 Northside Pkwy., Atlanta, Georgia 30327; and Steve Sobrado, 7025 Woodview Way, Cumming, Georgia 30040.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

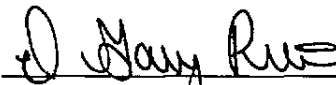
New members of the Limited Liability Company shall be admitted only upon the

consent of all the members or otherwise pursuant to the terms and provisions of its regulations.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right, by unanimous consent, pursuant to the terms and provisions of its regulations, to continue the business of the Limited Liability Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which otherwise terminates the continued membership of a member in the Limited Liability Company.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 9th day of June, 2004.


GARY PRUITT
Managing Partner


STEVE SOBRADO
Managing Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

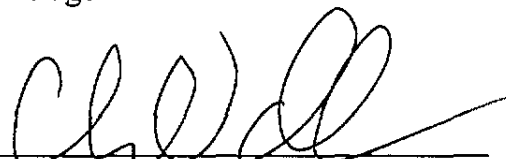
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

HIDDEN BAY PHASE II, L.L.C. (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, with its registered office, as indicated in its Articles of Organization, at 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, has named C. LeDon Anchors, located at 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated 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.

Date: June 9th, 2004


C. LeDon Anchors

THIS INSTRUMENT PREPARED BY:
C. LeDon Anchors
Anchors, Foster, McInnis & Keefe, P.A.
909 Mar Walt Drive, Suite 1014
Fort Walton Beach, Florida 32547
Telephone: (850) 863-4064