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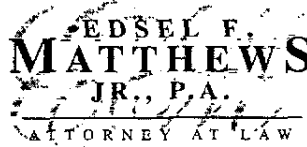
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June 11, 2004

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

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RE: Emerald Breeze Developers, LLC
Our File: M-7399-M

Dear Sir or Madam:

Enclosed herewith please find the Articles of Organizations to be filed for the above referenced limited liability company. I have also enclosed this firm's check in the amount of \$130.00 representing the filing fee and the fee for a certificate of status. Please file the Articles accordingly and forward the Certificate of Status to our office. If possible, I would like you to send the Certificate of Status via facsimile to 850-438-4244. We do have a SunBiz pre-paid account if you need it in order to fax the certificate. The account number is I20020000110. If the password is needed as well, please contact our office at the above listed telephone number.

Your assistance in this matter is greatly appreciated. If you have any questions or require any additional information, please do not hesitate to contact our office.

Sincerely,

Lori Carpenter Landrum
Paralegal to Edsel F. Matthews, Jr.

Enclosures

**ARTICLES OF ORGANIZATION
OF
EMERALD BREEZE DEVELOPERS, LLC**

The undersigned, being the Organizer of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

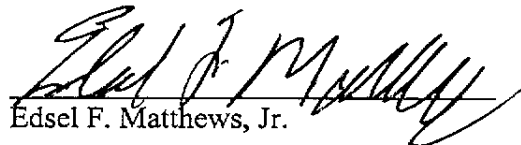
Emerald Breeze Developers, LLC

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 to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Chapter 608 of the Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

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.

FIFTH: The mailing address and principal office of the Limited Liability Company is 3000 Langley Avenue, Suite 402, Pensacola, Florida 32504.

SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member are: FLM Coastal Enterprises, LLC, a Florida limited liability company, having an address at 3000 Langley Avenue, Suite 402, Pensacola, Florida 32504

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SEVENTH: The total amount of cash initially contributed to the Limited Liability Company, as capital, by the Members is \$500.00. 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 may be agreed by the majority 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 majority 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.

IN WITNESS WHEREOF, the Organizer has executed and acknowledged these Articles of Organization on June 11, 2004.

In the presence of:

EMERALD BREEZE DEVELOPERS, LLC

By Edsel F. Matthews, Jr.
Edsel F. Matthews, Jr., Organizer

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[Signature]
print: L. [Name]
[Signature]
print: Kimberly A. Shipman

STATE OF FLORIDA, COUNTY OF ESCAMBIA, ss.

The foregoing instrument was acknowledged before me on the 11 day of June, 2004, by Edsel F. Matthews, Jr., Organizer.

[Signature]
Notary Public
My commission expires on _____

Personally Known OR Produced Identification _____
Type of Identification Produced: _____