

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L04000051978
FILED 8:00 AM
July 14, 2004
Sec. Of State
tbrumbley

Article I

The name of the Limited Liability Company is:

RILEY'S BAYVIEW, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

P.O. BOX 1741
SANTA ROSA BEACH, FL. 32459

The mailing address of the Limited Liability Company is:

P.O. BOX 1741
SANTA ROSA BEACH, FL. 32459

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

RICHARD S MCNEESE
36468 EMERALD COAST PARKWAY
SUITE 1201
DESTIN, FL. 32541

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.

Registered Agent Signature: RICHARD S. MCNEESE

Article V

The name and address of managing members/managers are:

Title: MGRM
TROPICAL SQUARE DEVELOPMENTS, LLC
4238 BELLE MEADE COVE
MEMPHIS, TN. 38117

Title: MGRM
JANICE FREEMAN
11 BEACHSIDE DRIVE UNIT 1032
SANTA ROSA BEACH, FL. 32459

Title: MGRM
DEBORAH IRBY
399 SEACREST DRIVE
PANAMA CITY BEACH, FL. 32413

Signature of member or an authorized representative of a member

Signature: RICHARD S. MCNEESE

L04000051978
FILED 8:00 AM
July 14, 2004
Sec. Of State
tbrumbley