

11/12/2004 15: FAX 850 784 0857

BURKE & BLUE P.A.

11/12/2005

Division of Corporations

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Florida Department of State  
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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**MAJESTIC BEACH MANAGEMENT COMPANY, L.L.C.**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
FOR  
MAJESTIC BEACH MANAGEMENT COMPANY, L.L.C.**

a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be MAJESTIC BEACH MANAGEMENT COMPANY, L.L.C. ("Company").

**ARTICLE II - ADDRESS**

The initial street address and the mailing address of this Company is 119 Euclid Avenue, Birmingham, Alabama 35213. Elizabeth J. Walters, 221 McKenzie Avenue, Panama City, Florida 32401 is hereby designated as registered agent for this Company.

Prepared by:  
Elizabeth J. Walters, Esq. - Florida Bar #0049468  
Burke, Blue & Hutchison, P.A.  
P.O. Box 70  
Panama City, FL 32402  
(850) 789-1414  
(850) 784-0857 - Fax

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## ARTICLE III - DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

## ARTICLE IV - MANAGEMENT

The Company is to be managed by the members and the name and address of the managing member is:

NAMEADDRESS

Wesley L. Burnham, Jr.

11212 Front Beach Road  
Panama City Beach, FL 32407

## ARTICLE V - REGISTERED OFFICE AND AGENT

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

Elizabeth J. Walters  
221 McKenzie Avenue  
Panama City, FL 32401

## ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company may be assigned in whole or in part. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operation Agreement of this Company.

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## ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, 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 company pursuant to the Operating Agreement.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 12<sup>th</sup> day of November, 2004, for the purpose of forming this limited liability company under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Organization and certify that the facts herein stated are true.

  
 ELIZABETH J. WALTERS  
 BURKE, BLUE & HUTCHISON, P.A.

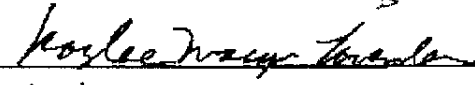
STATE OF FLORIDA  
 COUNTY OF BAY

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of November, 2004, by Elizabeth J. Walters, who is personally known to me.

(SEAL)



Raylene Margo Lavender  
 My Commission DD038242  
 Expires July 04, 2005

  
 Raylene Margo Lavender  
 (Print Name)  
 Notary Public  
 Serial # DD038242  
 My Commission Expires: 7/04/05

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SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that MAJESTIC BEACH MANAGEMENT COMPANY, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 119 Euclid Avenue, Birmingham, Alabama 35213 has named Elizabeth J. Walters located at 221 McKenzie Avenue, Panama City, County of Bay, State of Florida, 32401 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
ELIZABETH J. WALTERS  
BURKE, BLUE & HUTCHISON, P.A.

(Resident Agent)

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