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KEITH STRICKLING

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DIVISION OF CORPORATIONS

Huntington Properties of Northwest Florida, Inc.

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2007-06-23

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ARTICLES OF ORGANIZATION**OF****HUNTINGTON PROPERTIES OF NORTHWEST FLORIDA, LLC**

The undersigned, as the authorized representative of the sole member of this limited liability company formed under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (2003), adopts the following Articles of Organization for such limited liability company ("Company"):

ARTICLE I**Name**

The name of the Company is HUNTINGTON PROPERTIES OF NORTHWEST FLORIDA, LLC.

ARTICLE II**Duration**

The Company's existence shall begin on the date and time these Articles of Organization are filed by the Florida Department of State and shall be perpetual.

ARTICLE III**Principal Office and Mailing Address**

The Company's mailing address and the street address of its principal office are:

2755 Fenwick Road
Pensacola, FL 32526

ARTICLE IV**Initial Registered Agent**

Stephen R. Moorhead is the Company's initial registered agent. The mailing and street address for the registered agent is:

4300 Bayou Boulevard, Suite 13
Pensacola, FL 32503

Stephen R. Moorhead, Esq.
McDonald, Fleming, Moorhead, Ferguson,
Green, Smith, Blankenship, Heath & de Kozan, LLP
4300 Bayou Blvd., Ste. 13
Pensacola, FL 32503
Florida Bar No. 613339
Telephone: 850/477-0660
Fax: 850/477-1730

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ARTICLE V

Members

The name and address of the initial member are:

Rawson & Co., Inc.
2755 Fenwick Road
Pensacola, FL 32526

ARTICLE VI

Management

The Company will be managed by managers. The names and addresses of the initial managers of the Company are as follows:

Cody Rawson
2755 Fenwick Road
Pensacola, FL 32526

Russell Weaver
2755 Fenwick Road
Pensacola, FL 32526

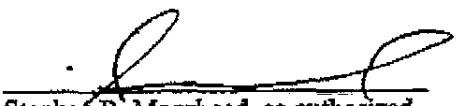
ARTICLE VII

Other Provisions

1. The remaining member or members of the Company may continue the business of the Company on 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 Company.

2. No member of the Company shall be an agent of the Company solely by virtue of being a member.

Dated this 9th day of December, 2004.


Stephen R. Moorhead, as authorized
representative for Rawson & Co., Inc.


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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 9th day of December, 2004.


Stephen R. Moorhead
4300 Bayou Boulevard, Suite 13
Pensacola, FL 32503
Registered Agent

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