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BARRON & REDDING

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Division of Corporations

Page 1 of 1

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LIMITED LIABILITY COMPANY

THE VILLAGE AT MEXICO BEACH, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
THE VILLAGE AT MEXICO BEACH, L.L.C.**

Pursuant to the provisions of Chapter 608, Florida Statutes, 2001, the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is THE VILLAGE AT MEXICO BEACH, L.L.C.

ARTICLE II - DURATION

The Company shall exist perpetually.

ARTICLE III - MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is 202 32nd Avenue, Port St. Joe, Florida 32456.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Company is Scott B. Barloga, 220 McKenzie Avenue, Panama City, Florida 32401.

THIS INSTRUMENT PREPARED BY:
Scott B. Barloga, Esq.
Fla. Bar No. 48143
Barron, Redding, Hughes, Fite,
Fensom, Sanborn & Kichn, P.A.
220 McKenzie Avenue
P.O. Box 2467
Panama City, FL 32402
(850) 785-7454

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ARTICLE V - CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which would otherwise terminate the continued membership of a Member in the Company, the remaining Members of the Company may continue the business of the Company.

ARTICLE VI - MANAGEMENT

The Company shall be managed by a Manager. The name and address of the initial Manager of the Company is as follows:

1. James A. Cox, Jr.
402 Reid Avenue
Port St. Joe, FL 32456

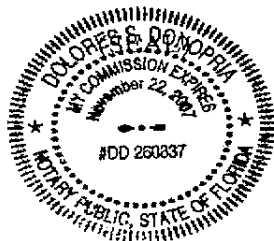
IN WITNESS WHEREOF, the undersigned, as the authorized representative of a member of the Company, has executed these Articles of Organization on this 13th day of January, 2005.

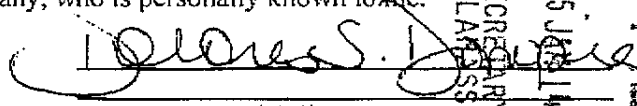


Scott B. Barloga

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 13th day of January, 2005, by Scott B. Barloga, as the authorized representative of a member of THE VILLAGE AT MEXICO BEACH, LLC, a Florida limited liability company, who is personally known to me.





(Print Name)
Notary Public
Commission # _____
My Commission Expires: _____

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STATEMENT OF ACCEPTANCE AND
DESIGNATION OF REGISTERED AGENT

OF

THE VILLAGE AT MEXICO BEACH, LLC

State of Florida
County of Bay


Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is THE VILLAGE AT MEXICO BEACH, LLC.

The name of the registered agent for THE VILLAGE AT MEXICO BEACH, LLC, is SCOTT B. BARLOGA, and the street address of the agent is 220 McKenzie Avenue, Panama City, Florida 32456.

This statement is to acknowledge that, as indicated above, THE VILLAGE AT MEXICO BEACH, LLC, has appointed me, Scott B. Barloga, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

DATED this 13th day of January, 2005.



Scott B. Barloga
Registered Agent

The foregoing instrument was acknowledged before me this __ day of January, 2005, by Scott B. Barloga, agent on behalf of The Village at Mexico Beach, LLC, a limited liability company. He is personally known to me or has produced _____ as identification.





Notary Public

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