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HUTTO AND BODIFORD

ATTORNEYS AT LAW

620 MCKENZIE AVENUE

PANAMA CITY, FLORIDA 32401

BILL R. HUTTO *
LARRY A. BODIFORD *

*CERTIFIED CIRCUIT COURT MEDIATORS

REPLY TO:

POST OFFICE BOX 2528
PANAMA CITY, FLORIDA 32402

(850) 763-0723
FAX (850) 872-8402

January 7, 2005

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Subject: Articles of Organization of Faith Beach Holdings, LLC

Good Morning:

The enclosed Articles of Organization of Faith Beach Holdings, LLC and filing fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Larry A. Bodiford, Esquire
Hutto & Bodiford
P.O. Box 2528
Panama City, FL 32402-2528

For further information concerning this matter please call: Larry A. Bodiford at (850)763-0723.

Sincerely,


Larry A. Bodiford

LAB/pb
enclosures

cc: Mark Kleimeyer

**ARTICLES OF ORGANIZATION
OF
FAITH BEACH HOLDINGS, LLC**

Pursuant to s. 608.407, Florida Statutes, the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I

Name:

Faith Beach Holdings, LLC

ARTICLE II

Address:

The mailing address of the principal office of the limited liability company is:

P.O. Box 27540
Panama City Beach, Florida 32411

The street address of the principal office of the limited liability company is:

120 Dragon Circle
Panama City Beach, Florida 32411

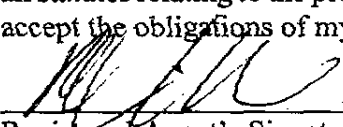
ARTICLE III

Registered Agent, Registered Office, & Registered Agent's Signature:

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

Mark Kleimeyer
120 Dragon Circle
Panama City Beach, Florida 32411

Having been named as registered agent 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.




Registered Agent's Signature

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TALLAHASSEE, FLORIDA

ARTICLE IV

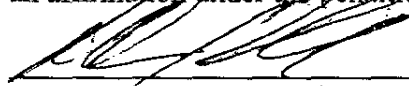
Managing Member:

The Limited Liability Company is to be managed by one manager and is, therefore, a manager-managed company.

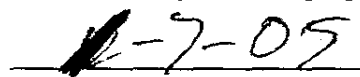


Managing Member

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Mark Kleimeyer, Managing Member



Date