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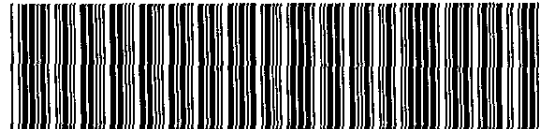
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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*Rec'd. 1/28*

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FF \$125  
cc 35

EAGLE BAY SC LLC  
109 A East Garden Street  
Pensacola, Florida 32502  
(850)434-7777

January 27, 2005

Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399  
Phone: (850) 245-6051

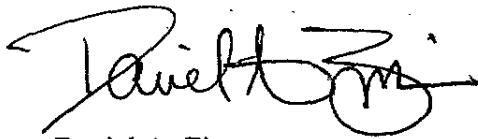
**Via UPS Overnight Courier**

Re: Articles of Organization for **EAGLE BAY SC LLC**

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Organization for the Florida limited liability company, **EAGLE BAY SC LLC** and a check, numbered 1986, in the amount of One Hundred Sixty and No/100 Dollars (\$160.00) representing the aggregate amount for a) the \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent, b) the \$30.00 Filing Fee for the Certified Copy, and c) the \$5.00 Filing Fee for the Certificate of Status. Please submit the enclosed for registration. My daytime phone number is 850-434-7777. Thank you in advance for your prompt assistance.

Sincerely,



Daniel A. Zimmern  
Member, Manager

**ARTICLES OF ORGANIZATION  
OF  
EAGLE BAY SC LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be EAGLE BAY SC LLC, hereinafter the ("Company").

**ARTICLE II- ADDRESS**

The mailing address and street address of the principal office of the Company is 109A East Garden Street, Pensacola, Florida 32502.

**ARTICLE III- DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the Operating Agreement.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida are as follows:

**Name**

**Address**

James J. Reeves

Reeves and Davis  
730 Bayfront Parkway, Ste 4B  
Pensacola, Florida 32501-6250

**ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the Operating Agreement.

**ARTICLE VI- ADMISSION OF NEW MEMBERS**

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company

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and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### **ARTICLE VII- MEMBERS' RIGHT TO CONTINUE BUSINESS**

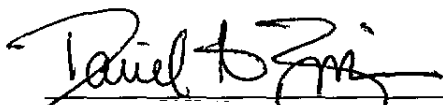
The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority/unanimous vote of all the remaining members.

#### **ARTICLE VIII - MANAGEMENT**

The Company shall be managed by a manager in accordance with an Operating Agreement adopted by the members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The Company shall be managed by the members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and addresses of the members and managers of the Company are as follows:

<u>Name</u>	<u>Address</u>
Daniel A. Zimmern	109A East Garden Street Pensacola, FL 32502
John Ronald Coleman	111 Lake Causeway Santa Rosa Beach, Florida 32459
John G. Reamer, Jr.	3022 Club Drive Destin, Florida 32550

**IN WITNESS WHEREOF**, the undersigned organizer has made and subscribed these articles of organization at Pensacola, Florida, on the date indicated below.

  
Daniel A. Zimmern; Member/Manager

26 JANUARY 2005  
Date

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED  
OFFICE**

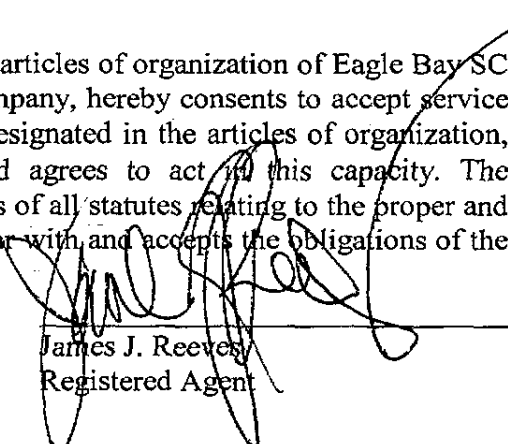
Under the provisions of F.S. 608.415 or 608.507, EAGLE BAY SC LLC, Limited Liability Company, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Eagle Bay SC LLC.
2. The name and street address of the registered agent in Florida are:

<u><b>Name</b></u>	James J. Reeves
<u><b>Street Address</b></u>	Reeves and Davis 730 Bayfront Parkway, Ste 4B Pensacola, Florida 32501-6250

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The undersigned, being the person named in the articles of organization of Eagle Bay SC LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
James J. Reeves  
Registered Agent