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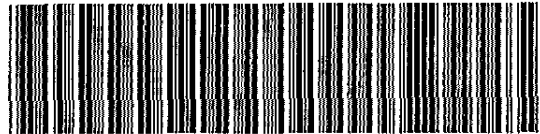
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## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Manatee Springs Harbor Development, L.L.C.

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARION D. LAMB, III

(Name of Person)

LAMB & LAMB

(Firm/Company)

217 Pinewood Drive

(Address)

Tallahassee, Florida 32303

(City/State and Zip Code)

For further information concerning this matter, please call:

Marion D. Lamb, III at (850) 385-0501

(Name of Person)

(Area Code and Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**  
**FOR**  
**MANATEE SPRINGS HARBOR DEVELOPMENT, LLC**  
**A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I**

**Name:**

The name of the Limited Liability Company is: Manatee Springs Harbor Development, L.L.C.

**ARTICLE II**

**Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: 676 Alligator Drive, Alligator Point, Florida 32346.

**ARTICLE III**

**Duration:**

The period of duration for the Limited Liability Company shall be for a term of 50 years from the date of filing of these articles of Organization unless sooner terminated in accordance with the Company's regulations or by unanimous written agreement of all members of the Company.

**ARTICLE IV**

**Management:**

The Limited Liability Company is to be managed by a manager elected by the members in accordance with the Company's regulations and is a manager of the Company, and the name and address of the initial manager is: Steve E. Ellis at 676 Alligator Drive, Alligator Point, Florida 32346.

**ARTICLE V**

**Admission of Additional Members:**

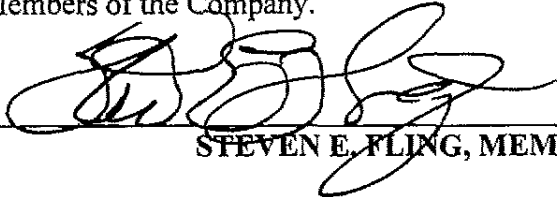
Except as specifically provided in an operating agreement executed by all members, no member may sell, transfer, pledge or hypothecate in any manner his, her or its ownership interest in the Company (except for a transfer to an existing Member), unless all of the other Members of the Company (other than the Member proposing to sell, transfer or dispose of his, her or its ownership interest) approve of such proposed transfer or assignment of any Member's interest in the Company by unanimous written consent. Without such consent, a transferee of such membership interest shall have no right to participate in the management of the business and affairs of the Company or to become a substitute Member. The transferee shall be entitled to receive only the share of profits or

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other compensation by way of income and the return of contributions to which the transferee Member otherwise would be entitled.

**ARTICLE VI**  
**Members Rights to Continue Business:**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all remaining Members of the Company.

  
\_\_\_\_\_  
STEVEN E. FLING, 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.)

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND REGISTERED AGENT**


In compliance with Section 608.415, Florida Statutes, the undersigned 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: Manatee Springs Harbor Development, L.L.C.
2. The name and the Florida street address of the registered agent and the registered office address is:

Marion D. Lamb, III  
217 Pinewood Drive  
Tallahassee, Florida 32303

**ACKNOWLEDGMENT:**

Having been named as registered agent and 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.

  
\_\_\_\_\_  
Marion D. Lamb, III  
Registered Agent  
Dated: February 2<sup>nd</sup>, 2005

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TALLAHASSEE, FLORIDA