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# HARMON & SLOAN, P.A.

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427 MCKENZIE AVENUE  
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PANAMA CITY, FLORIDA 32402-2327

DANIEL HARMON III  
TIMOTHY J. SLOAN \*  
\*ALSO MEMBER OF  
DISTRICT OF COLUMBIA  
AND MISSOURI BARS

TELEPHONE (850) 769-2501  
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February 21, 2005

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: TRACY, L.L.C.

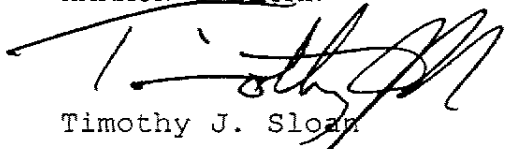
Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization of the above referenced corporation, together with the Acceptance of Registered Agent and a check in the amount of \$125.00 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Very truly yours,

HARMON & SLOAN

  
Timothy J. Sloan

TJS/sh  
Enc. as stated

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
TRACY, LLC**

The undersigned certify that I have associated myself together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

I further declare that the following Articles will serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**Name and principal place of business.** The name of the limited liability company shall be Tracy, LLC, and its mailing address and principal office shall be located at 959 West 15<sup>th</sup> Street, Panama City, Florida 32405, but it shall have the power and authority to establish branch offices at any other place or places as their members may designate.

**ARTICLE II**

**Purposes and power.** This limited liability company shall be authorized to engage in any activity or business authorized by the laws of the State of Florida. In facilitation of that general grant of power and purpose, by way of illustration and not limitation, the limited liability company is authorized to do the following:

1. To own, sell, transfer, convey, mortgage, pledge or encumber any real or personal property.

2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or

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connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

### ARTICLE III

Exercise of powers. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time and the regulations of the limited liability company by unanimous vote of the members of the limited liability company.

### ARTICLE IV

Management. The limited liability company shall be managed by its member(s), currently whose name and address is as follows:

David Hill, II  
959 West 15<sup>th</sup> Street  
Panama City, Florida 32405

### ARTICLE V

Membership restrictions. Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except by unanimous written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining member(s) shall have the right to continue the business upon unanimous consent of the remaining members.

### ARTICLE VI

Capital contributions. Capital contributions in the amount of \$1,000.00 shall be paid to the limited company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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**ARTICLE VII**

**Duration.** This limited liability company shall exist perpetually from the date of filing until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

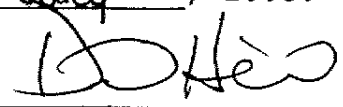
**ARTICLE VIII**

**Initial registered agent.** The name and address of the initial registered agent of the limited liability company is:

Timothy J. Sloan  
427 McKenzie Avenue  
Panama City, Florida 32401

The undersigned, being the sole original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Tracy, LLC.

Executed this 17 day of February, 2005.


  
\_\_\_\_\_  
DAVID HILL, II

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF DESIGNATION  
OF REGISTERED AGENT OF  
TRACY, LLC

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

  
TIMOTHY J. SLOAN

Date: February 18, 2005.

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