

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000034687
FILED 8:00 AM
April 08, 2005
Sec. Of State
dcushing

Article I

The name of the Limited Liability Company is:

QUAIL RUN AT FREEPORT, L.L.C.

Article II

The street address of the principal office of the Limited Liability Company is:

910 HWY 98 E
DESTIN, FL. 32541

The mailing address of the Limited Liability Company is:

910 HWY 98 E
DESTIN, FL. 32541

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

MARK A VIOLETTE PA
34990 EMERALD COAST PARKWAY
SUITE 403
DESTIN, FL. 32541

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.

Registered Agent Signature: MARK A VIOLETTE

Article V

The name and address of managing members/managers are:

Title: MGRM
HOUSTON BARBOUR DEVELOPMENT LLC
910 HWY 98 E
DESTIN, FL. 32541

Title: MGRM
PORT PARTNERS LLC
1206 RIFTWOOD LANE
THOMASVILLE, GA. 31792

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Article VI

The effective date for this Limited Liability Company shall be:

04/08/2005

Signature of member or an authorized representative of a member

Signature: MARK A VIOLETTE