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GERALD McKENZIE, P.A.  
ROBERT ALLEN, P.A.

April 13, 2005

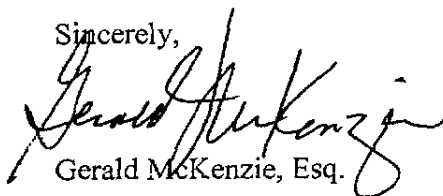
Florida Department of State  
Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Filing Articles of Organization for Panhandle Development Group, L.L.C.

Dear Registration Section,

Please register the Panhandle Development Group, L.L.C. with the attached Articles of Organization. Enclosed is a check for \$130.00 for the filing fee of \$125.00 and the certificate status fee of \$5.00. Also, please find the Acceptance of Registered Agent. If you have any questions, please contact me.

Sincerely,



Gerald McKenzie, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF ORGANIZATION**

### **OF**

## **PANHANDLE DEVELOPMENT GROUP, L.L.C.**

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

### **ARTICLE I - NAME**

The name of the limited liability company shall be PANHANDLE DEVELOPMENT GROUP, L.L.C. ("Company").

### **ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company shall be 301 North Barcelona Street, Pensacola, Florida 32501.

### **ARTICLE III - DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

### **ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is GERALD MCKENZIE, 301 North Barcelona Street, Pensacola, Florida 32501.

### **ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company with cash or property set forth in Exhibit "A".

### **ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

### **ARTICLE VII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company 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 regulations 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 other

members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **ARTICLE VIII - TERMINATION OF EXISTENCE**

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 the consent of all the remaining members.

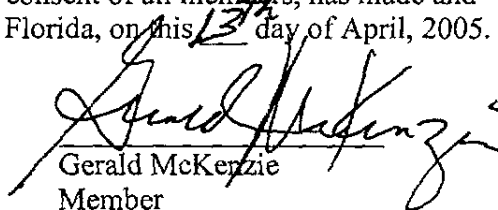
#### **ARTICLE IX - MANAGEMENT**

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations 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 of the company are:

NAME	ADDRESS
OLIVER M. DARDEN	30 Ensenada Marbella Pensacola Beach, Florida 32561
WALTER B. MIKE HILL	6080 Forest Green Road Pensacola, Florida 32505
GERALD MCKENZIE	1307 East Hatton Street Pensacola, Florida 32503
FRED THOMAS	THOMCO Enterprises, Inc. 630 C Anchors Street Fort Walton Beach, Florida 32548
VERCELL VANCE	34 Birch Avenue Shalimar, Florida 32579



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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, with the consent of all members, has made and subscribed these Articles of Organization at Pensacola, Florida, on this 13<sup>th</sup> day of April, 2005.

  
Gerald McKenzie  
Member

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

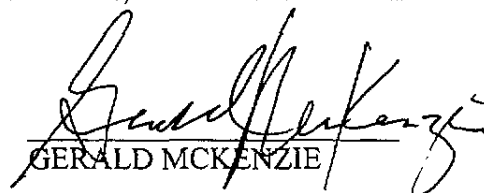
Sworn to and subscribed before me this 13<sup>th</sup> day of April, 2005, by GERALD MCKENZIE who is personally known to me and who did not take an oath.

  
ANGELA BROUGHTON  
  
ANGELA BROUGHTON  
MY COMMISSION # DD390712  
EXPIRES: February 07, 2009  
1-800-3-NOTARY FL. Notary Discount Assoc. Co.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of PANHANDLE DEVELOPMENT GROUP, L.L.C., 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 accept the obligations of the position of registered agent.

  
GERALD MCKENZIE

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