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LIMITED LIABILITY COMPANY

TRANQUIL MEXICO BEACH, LLC

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ARTICLES OF ORGANIZATION
OF
TRANQUIL MEXICO BEACH, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Fla. Stat. ch. §§ 608.401 *et seq.*, as amended from time to time (or any corresponding provisions of succeeding law) (the "Act"), hereby make, acknowledge, and file the following Articles of Organization. Capitalized terms used in the Act and also used herein are intended to have the same meaning herein as defined in the Act.

ARTICLE I - NAME

The name of the limited liability company shall be, TRANQUIL MEXICO BEACH, LLC ("Company").

ARTICLE II - ADDRESS

The initial mailing address of the Company is and the initial street address of the principal office of the Company is 221 McKenzie Avenue, Panama City, FL 32401.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are executed by the subscriber to the Articles. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or the Operating Agreement.

ARTICLE IV - REGISTERED OFFICE

The name of the registered agent is Rob Blue, Jr. and the street address of the registered agent of the Company in the State of Florida is 221 McKenzie Avenue, Panama City, FL 32401.

ARTICLE V - INITIAL MEMBERS

The Initial Members of the Company are:

Rob Blue, Jr. - 221 McKenzie Avenue,
Panama City, FL 32401
Douglas L. Smith - 221 McKenzie Avenue,
Panama City, FL 32401

Prepared by:
Rob Blue, Jr., Esq.
Burke, Blue & Hutchison, P.A.
221 McKenzie Avenue
Panama City, FL 32401
Fla Bar #0144250
phone: 850-769-1414
Matter: T309-17234

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ARTICLE VI - ADMISSION OF NEW MEMBERS

The initial Members may admit additional Members upon such terms and conditions as the initial Members may determine appropriate.

ARTICLE VII - OPERATING AGREEMENT; ADMISSION OF NEW MEMBERS

After an Operating Agreement is adopted, a Majority in Interest of the Members shall have the right to admit additional Members upon such terms and conditions as are provided in the Operating Agreement governing the Company. Transfers of a Member's interest in the Company may be made only upon compliance with the terms and conditions set forth in the Operating Agreement governing the Company.

ARTICLE VIII - MANAGEMENT: MANAGER-MANAGED COMPANY

The name and address of the initial Managers are:

Rob Blue, Jr. - 221 McKenzie Avenue,
Panama City, FL 32401

Douglas L. Smith - 221 McKenzie Avenue,
Panama City, FL 32401

ARTICLE IX - CAPITAL CONTRIBUTIONS

The initial Members have each contributed the following sums, in cash as capital of the Company upon its formation.

Rob Blue, Jr.	\$100.00
Douglas L. Smith	\$100.00

ARTICLE X - ADDITIONAL CAPITAL CONTRIBUTIONS

Except, as may be provided for in an Operating Agreement adopted for the Company, no Member shall be required to contribute additional capital to the Company, and no Member shall have any personal liability for any obligation of the Company.

ARTICLE XI - TERMINATION OF EXISTENCE

The Company shall be dissolved and its affairs wound up and terminated upon the determination by a Majority in Interest of the

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Members to dissolve the Company.

ARTICLE XII - AMENDMENT

These Articles of Organization may be amended as provided in the Operating Agreement for the Company.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization on this 11th day of May, 2005.

Rob Blue, Jr.
Rob Blue, Jr.
Managing Member

Douglas L. Smith
Douglas L. Smith
Managing Member

STATE OF FLORIDA
COUNTY OF BAY

Sworn to and subscribed before me this 11th day of May, 2005, by Rob Blue, Jr., in his capacity set forth above and who is personally known to me.
(SEAL)

Diana Jo Fauchere
Notary Public

STATE OF FLORIDA
COUNTY OF BAY

Sworn to and subscribed before me this 11th day of May, 2005, by Douglas L. Smith, in his capacity set forth above and who is personally known to me.

(SEAL)

Diana Jo Fauchere
Notary Public

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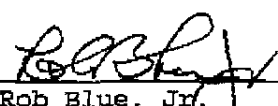
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act: TRANQUIL MEXICO BEACH, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization has named Rob Blue, Jr., whose office is located at 221 McKenzie Avenue, Panama City, FL 32401, as its agent to accept service of process within this State, and for his office to be the initial registered office of the Company.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Rob Blue, Jr.
(Resident Agent)

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