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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY
MIDDLE EARTH PROPERTIES, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
MIDDLE EARTH PROPERTIES, LLC
a Florida Limited Liability Company**

ARTICLE I - NAME

The name of the Limited Liability Company is MIDDLE EARTH PROPERTIES, LLC.

ARTICLE II - ADDRESS

The mailing address of the Company is: 102 E. 4th Street, Panama City, FL 32401.
The street address of the Company is: 102 E. 4th Street, Panama City, FL 32401.

ARTICLE III - DURATION AND CONTINUATION

The Company's existence will commence upon the filing of these Articles with the Florida Department of State, and the Company will exist perpetually, unless terminated in accordance with the Company's Operating Agreement.

ARTICLE IV - PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - ADDITIONAL MEMBERS

Additional members may be admitted and the terms and conditions of the admissions shall be that each member consents in writing to the admission of the additional member.

ARTICLE VI - MEMBER'S RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company upon unanimous consent of the remaining members.

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ARTICLE VII - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is therefore, a manager-managed company. The name and address of the manager(s) is, as follows:

Donald M. Guidas
4338 Pinetree Land
Lynn Haven, FL 32444

Steve F. Richardson
4426 Brooke Forest Drive
Panama City, FL 32404

IN WITNESS THEREOF, we have set our hands and seals, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this 11th day of May, 2005



Linda E. Bell
MY COMMISSION # 0013996 EXPIRES
August 11, 2006
BONDED THRU TROY FARM INSURANCE INC

MIDDLE EARTH PROPERTIES, LLC
a Florida Limited Liability Company

By: [Signature]

Its: Managing Member

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared Donald M. Guidas who executed the foregoing Articles of Organization and acknowledged before me that the same executed for the purposes and intents therein expressed.

WITNESS MY hand and official seal in the county and state named above this 11th day of May, 2005

[Signature]
Notary Public

Linda E. Bell
Printed Name of Notary

My Commission Expires: 8/11/2006

Personally known or produced identification ✓

Type of Identification produced FL DJ 6320-193 st-140-0

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 608.415 OR 608.507, 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: Middle Earth Properties, LLC.
2. The name and the Florida street address of the registered agent is:

Donald M. Guidas
4338 Pinetree Lane
Lynn Haven, FL 32444

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.


Donald M. Guidas, Registered Agent

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