

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

L05000054148
FILED 8:00 AM
June 01, 2005
Sec. Of State
mthomas

Article I

The name of the Limited Liability Company is:

RIVERWALK FREEPORT HOLDINGS, LLC

Article II

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

3925 W. C-30A
SUITE B
SANTA ROSA BEACH, FL. US 32459

The mailing address of the Limited Liability Company is:

3925 W. C-30A
SUITE B
SANTA ROSA BEACH, FL. US 32459

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:

RICHARD S MCNEESE
36468 EMERALD COAST PARKWAY
SUITE 1201
DESTIN, FL. 32451

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: RICHARD S. MCNEESE

Article V

The name and address of managing members/managers are:

Title: MGRM
RIVERWALK FREEPORT PROPERTIES, LLC
3925 W. C-30A, SUITE B
SANTA ROSA BEACH, FL. 32459 US

Title: MGRM
RIVERWALK FREEPORT INVESTMENTS, LLC
3925 W. C-30A, SUITE B
SANTA ROSA BEACH, FL. 32459 US

Title: MGRM
ZACK QUINN DEVELOPMENT, INC.
3925 W. C-30A, SUITE B
SANTA ROSA BEACH, FL. 32459 US

Title: MGRM
SPIRITCAPTAIN
3925 W. C-30A, SUITE B
SANTA ROSA BEACH, FL. 32459 US

Signature of member or an authorized representative of a member

Signature: RICHARD S. MCNEESE

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