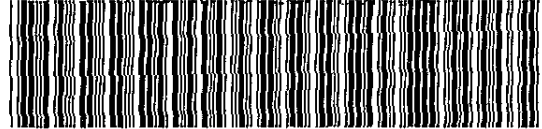


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

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(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.K. SMARTT

HOLLI HARGROVE

May 23, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Organization for **The Cottages of Bayou Forest, LLC**

Enclosed you will find an original and one copy of the Articles of Organization with a check in the amount of \$160.00, said fees encompassing the following:

Filing Fee for Articles of Organization and Affidavit	\$100.00
Designation of Registered Agent	\$25.00
Certificate of Status	\$5.00
Certified Copy	\$30.00

You will also find enclosed a Self Addressed Pre-Paid Envelope for your convenience in returning the requested documents. Should you need any additional information, please do not hesitate to contact me directly,

P.K. Smartt

A handwritten signature in black ink, appearing to be "P.K. Smartt", written over a horizontal line.

Attorney at Law

PKS/hmh

Encl: Articles/Check/Env.

**ARTICLES OF ORGANIZATION FOR
THE COTTAGES OF BAYOU FOREST, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

FILE

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

2005 MAY 25

SECRETARY
TALLAHASSEE

ARTICLE I-Name:

The name of the Limited Liability Company shall be:

THE COTTAGES OF BAYOU FOREST, LLC

ARTICLE II-Address:

The mailing address and street address of the principal office of the Company shall be:

**89 Sienna Court
Santa Rosa Beach, FL 32459**

ARTICLE III-Registered Agent, Registered Office, & Registered Agent's Signature:

The name and address of the registered agent and office is:

**P.K. Smartt, Esq.
89 Sienna Court
Santa Rosa Beach, FL 32459**

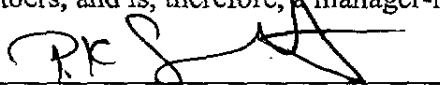
Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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's Signature

ARTICLE IV-Management:

The Limited Liability Company is to be managed by one manager or more managers, which may or may not be members, and is, therefore, a manager-managed company.



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constituted an affirmation under penalties of perjury that the facts stated herein are true.)

The Limited Liability Company shall be managed by its Member(s) in accordance with the Operating Agreement (hereinafter "Agreement") adopted by the members for the management of the business and affairs of the Company. The Agreement 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 initial Member(s), Manager(s) and Director(s) of the Company is/are:

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TALLAHASSEE, FLORIDA

Manager(s):

D. Scott Gashaw
24 Indian Bayou Drive
Destin, FL 32541

P.K. Smartt
89 Sienna Court
Santa Rosa Beach, FL 32459

Jared F. Smartt
170 Cottage Way
Panama City Beach, FL 32413

The Number of Managers may be increased or decreased from time to time by amendment to, or in the manner provided by the Company's Agreement.

ARTICLE V-Member(s):

The name(s) and Addresses of the initial members of the Company is/are:

D. Scott Gashaw
24 Indian Bayou Drive
Destin, FL 32541

P.K. Smartt
89 Sienna Court
Santa Rosa Beach, FL 32459

Jared F. Smartt
170 Cottage Way
Panama City Beach, FL 32413

ARTICLE VI-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 VII-Manager Liability:

The Operating Manager(s) of the Company, shall not be liable to the Company or its members for monetary damages for an act or omission in the Operating Manager(s)'s capacity as Operating Manager(s), except as provided for in Chapter 608 of the Florida Statutes. Any repeal or amendment of this Article VII by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of the Operating Manager(s) of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the Operating Manager(s) of the Company is/are not liable as set forth in the preceding sentences, the Operating Manager(s) shall not be liable to the fullest extent permitted by any provision of the Florida Statutes hereafter enacted that further limits the liability of the Operating Manager(s) or of a director of a director of a corporation.

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TALLAHASSEE, FLOR

ARTICLE VIII-Admission of New Members:

NO additional members shall be admitted to the Company except with the unanimous written consent of all 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 these Articles, the Agreement of the Company or Agreement Among Members, whichever is applicable, 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 the 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 IX-Members Right to Continue Business:

The Company shall be dissolved on the death, bankruptcy, retirement, resignation, expulsion or dissolution of a member or Operating 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 or as otherwise provided for in the Operating Agreement.

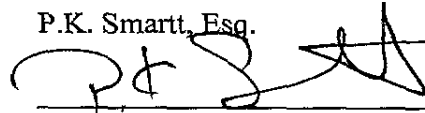
Signature Page on the following Page.

Remainder of page intentionally blank.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Organization under the Laws of the State of Florida, this the 23rd day of May, 2005.

FILED

P.K. Smartt, Esq.



2005 MAY 25 P

P.K. Smartt

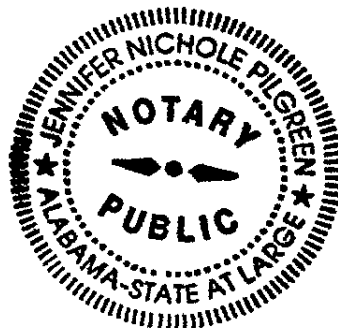
SECRETARY OF S
TALLAHASSEE, FL

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 23rd day of May, 2005, by P.K. Smartt, who is personally known to me.

WITNESS my hand and seal this 23rd day of May, 2005.

AFFIX SEAL



Jennifer Nichole Pilgreen
Name: Jennifer Nichole Pilgreen
Notary Public
My Commission Expires: 4/1/09