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Account Name : BURKE AND BLUE, P.A.
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LIMITED LIABILITY COMPANY

BAY TREE, LLC

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ARTICLES OF ORGANIZATION

FOR

BAY TREE, LLC

a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be BAY TREE, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address of the Company shall be 8204 Palm Cove Boulevard, Panama City Beach, Florida 32408. The principal office address of the Company shall be 8204 Palm Cove Boulevard, Panama City Beach, Florida 32408.

ARTICLE III - DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

PREPARED BY: William S. Henry, Esq.
Florida Bar No. 0061433
Burke, Blue, Hutchison & Walters, P. A.
221 McKenzie Avenue
Panama City, FL 32401
(850)769-1414

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ARTICLE IV - MANAGEMENT

The Company is to be managed by a manager and the name and address of the manager is:

<u>NAME</u>	<u>ADDRESS</u>
Daniel C. Russell	8204 Palm Cove Boulevard Panama City Beach, FL 32408

The names and addresses of the members are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel C. Russell	8204 Palm Cove Boulevard Panama City Beach, FL 32408
Mildred Louise Russell	1207 Wyoming Avenue Lynn Haven, FL 32444
Nathaniel Troy Russell	109 Montgomery Street Troy, AL 36081
Mildred Louise Russell, as Trustee for the Nace Chandler Russell Irrevocable Trust	1207 Wyoming Avenue Lynn Haven, FL 32444
Mildred Louise Russell, as Trustee for the Sydney Danielle Russell Irrevocable Trust	1207 Wyoming Avenue Lynn Haven, FL 32444
Mildred Louise Russell, as Trustee for the Taylor Michael Gay Irrevocable Trust	1207 Wyoming Avenue Lynn Haven, FL 32444
Mildred Louise Russell, as Trustee for the Jackson Powell Gay Irrevocable Trust	1207 Wyoming Avenue Lynn Haven, FL 32444

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ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida

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is:

William S. Henry, Esq.
Burke, Blue, Hutchison & Walters, P.A.
221 McKenzie Avenue
Panama City, Florida 32401

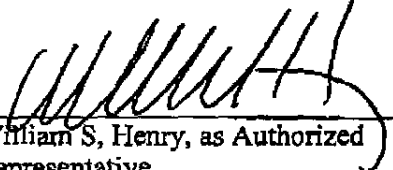
ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company may be assigned in whole or in part upon the unanimous consent of the Members of this Company. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operation Agreement of this Company.

ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the business on the death, 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 pursuant to the Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these articles of organization at Panama City, Bay County, Florida, on this 23rd day of August, 2005.


William S. Henry, as Authorized
Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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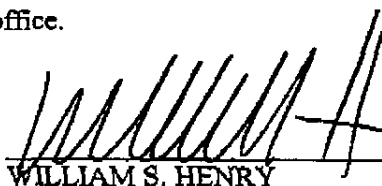
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that Bay Tree, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 8204 Palm Cove Boulevard, Panama City Beach, Florida 32408, has named William S. Henry, Esq., located at 221 McKenzie Avenue, Panama City, Bay County, Florida, 32401, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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.


WILLIAM S. HENRY

(Resident Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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