

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

LISTEN PARTNERS, LLC

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**ARTICLES OF ORGANIZATION FOR
LISTEN PARTNERS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is LISTEN PARTNERS, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 143 Bid-a-wee Lane, Panama City Beach, Florida 32413.

**ARTICLE III
DURATION**

The term of the Company shall commence on the date these Articles of Organization are duly filed with the Florida Secretary of State and shall continue until December 31, 2030, when its business and affairs shall be dissolved.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its managing members. The names and addresses of the managing members are:

Charley A. Gramling, IV

143 Bid-a-wee Lane
Panama City Beach, Florida 32413

James H. Ross

653 West 23rd Street, Box 252
Panama City, Florida 32405

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 143 Bid-a-wee Lane, Panama City Beach, Florida 32413, and the initial Registered Agent at such address is Charley A. Gramling, IV.

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ARTICLE VI
NO ASSIGNMENT OF INTEREST / CHARGING ORDER

No member or members of the limited liability company shall have the right to assign their interest in the limited liability company, whether voluntarily or involuntarily, without the unanimous written agreement of all of the members (the "Required Unanimous Vote"), unless otherwise provided in the limited liability company's operating agreement. If an assignment of a membership interest is not approved by the Required Unanimous Vote, the assignee (which includes, without limitation, the holder of a charging order) shall have no right to (i) become a member of the limited liability company, (ii) participate in the management of the limited liability company, or (iii) exercise any rights or powers of a member and/or manager. The assignee shall merely be entitled to receive the share of profits and other distributions to which the assignor was entitled, to the extent assigned. Any such assignee shall be allocated and report all items of income, gain, loss, deduction, credit or other tax allocation (a "Taxable Item") on such assignee's income tax returns each year to the same extent the assignor would have been allocated such Taxable Items and the assignee shall receive the federal and all relevant state Forms K-1 with respect to such allocations. Each Member (and any future assignee(s), including, without limitation, the holder of a charging order) is put on notice that (i) the Managers may make investment decisions that may produce significant income tax liability to the Members and assignees and that corresponding distributions with which to pay such income tax liability may not be made and (ii) that the terms of the operating agreement provide that (a) this is reasonable, and (b) does not constitute a breach of fiduciary duty by the Managers.

IN WITNESS WHEREOF, the undersigned managing member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned managing member has executed these Articles of Organization this 19th day of AUGUST, 2005.


Charley A. Gramling, IV, Managing Member

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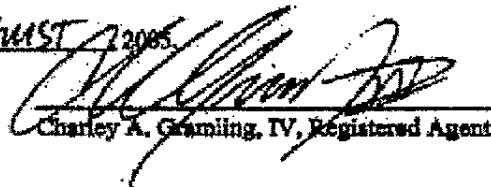
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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Organization as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that the undersigned is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to the undersigned as Registered Agent of the limited liability company.

DATED this 19 day of AUGUST, 2005.


Charley A. Gramling, IV, Registered Agent