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**T. DAVID MANN  
& ASSOCIATES, P.A.**  
ATTORNEYS AT LAW

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Pensacola, FL 32503  
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August 25, 2005

Secretary of State  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314


RE: PCP INVESTORS, LLC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization in the above referenced matter. Also, enclosed is a check in the amount of \$160.00, which represents the filing fee, designation of registered agent, request for certified copy.

Please return a certified copy to our office upon filing along with a certificate of good standing. If you require any additional information, please do not hesitate to contact this office.

Very truly yours,

A handwritten signature in black ink, appearing to be 'T. David Mann', with a long horizontal line extending to the right.

T. David Mann

TDM:mk  
Enc.

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DIVISION OF CORPORATIONS  
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ARTICLES OF ORGANIZATION

**PCP INVESTORS, LLC**

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. **Name.** The name of the limited liability company is **PCP Investors, LLC.**
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Address of Principle Office.** The address of the registered office of the limited liability company is 521 Long Lake Drive, Pensacola, Florida 32506.
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will be two (2) members at the time the limited liability company is formed.
6. **Period of Duration.** The period of duration shall be perpetual.
7. **Management.** Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:

Carol Comber  
521 Long Lake Drive  
Pensacola, Florida 32506

Harold Puderer, Jr.  
2480 South Shore Drive  
Biloxi, Mississippi 39532

8. **Additional Members.** The names and addresses of additional members(s) are as follows:

NONE

9. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10 **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue 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 limited liability company as further set forth in the Operating Agreement of the limited liability company

Dated this 26 day of July, 2005.

  
CAROL COMBER, Member

  
HAROLD PUDERER, JR., Member

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

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

Pursuant to the provisions 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. **Name.** The name of the limited liability company is **PCP INVESTORS, LLC.**
2. **Registered Office.** The address of the registered office of the limited liability company is 521 Long Lake Drive, Pensacola, Florida 32506 .
3. **Registered Agent.** **CAROL COMBER**, is appointed, and by her signature below accepts appointment, to act as the Registered agent of **PCP INVESTORS, LLC.**

*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.*

Dated this 26 day of July, 2005

  
\_\_\_\_\_  
CAROL COMBER, Registered Agent

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**PCP INVESTORS, LLC**

**A FLORIDA LIMITED LIABILITY COMPANY**

**DESIGNATION OF MANAGING MEMBER**

The members of PCP INVESTORS, LLC, hereby designate the following persons as the Managing Members:

Carol Comber  
521 Long Lake Drive  
Pensacola, Florida 32506

Harold Puderer, Jr  
2480 South Shore Drive  
Biloxi, Mississippi 39532

Said individual shall serve in this capacity until such time as the members agree, in writing, to the appointment of a successor Managing Member.

Dated this 26 day of July, 2005.



CAROL COMBER, Member



HAROLD PUDERER, JR., Member