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**LIMITED LIABILITY COMPANY**

**NORTH BAY HARBOR, LLC**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
FOR  
NORTH BAY HARBOR, 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 NORTH BAY HARBOR, LLC ("Company").

**ARTICLE II - ADDRESS**

The mailing address of the Company shall be 4000 Eagle Point Corporate Drive, Suite 100, Birmingham, Alabama 35242. The principal office address of the Company shall be 4000 Eagle Point Corporate Drive, Suite 100, Birmingham, Alabama 35242.

**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 co-managers and the names and addresses of the managers are:

<u>NAME</u>	<u>ADDRESS</u>
Denney E. Barrow	12 Montagel Way Birmingham, AL 35242
John W. Herring	329 Windchase Trace Birmingham, AL 35242

The names and addresses of the members are:

<u>NAME</u>	<u>ADDRESS</u>
Denney E. Barrow	12 Montagel Way Birmingham, AL 35242
John W. Herring	329 Windchase Trace Birmingham, AL 35242

ARTICLE V - REGISTERED OFFICE AND AGENT

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

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CLERK OF STATE  
TALLAHASSEE, FLOR

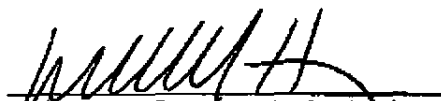
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conditions, limitations and restrictions set forth in the Operation Agreement of this Company. FILED  
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ARTICLE VII – MEMBERS RIGHTS TO CONTINUE BUSINESS

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 16<sup>th</sup> day of September, 2005.

  
William S. Henry, as Authorized  
Representative

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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 North Bay Harbor, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 4000 Eagle Point Corporate Drive, Suite 100, Birmingham, Alabama 35242, 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.

**ACKNOWLEDGMENT:**

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)