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October 11, 2005

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Organization of TOPSURF Real Estate Holdings, L.L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization of TOPSURF Real Estate Holdings, L.L.C., the original and one copy of the Certificate of Designation of Registered Agent/Registered Officer, and our firm's check in the amount of \$81.25. We previously filed Articles of Incorporation for White Sands, L.L.C., and sent you the filing fee of \$78.75 (check #10742). This L.L.C. was denied by you due to the name. Please add that amount to the enclosed to the check you are currently holding to cover the costs of the filing fee and Certificate of Status. I have also enclosed an addressed return Federal Express shipping label to expedite return of the documents.

Should you have any questions or problems with the name of the corporation, please contact our office immediately at the toll-free number of 1.866.424.3207.

Sincerely,


Sunny Ranz
Paralegal to Mark A. Bednar

Enclosures

cc: Shane A. Willis

ARTICLES OF ORGANIZATION
OF
TOPSURF REAL ESTATE HOLDINGS, L.L.C.

ARTICLE I - NAME

The name of the limited liability company is TOPSURF Real Estate Holdings, L.L.C., ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:
6016 Yellow Rose Drive
Pensacola, Florida 32526

Mailing Address:
6016 Yellow Rose Drive
Pensacola, Florida 32526

ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

Shane Willis
6016 Yellow Rose Drive
Pensacola, Florida 32526

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 as provided for in Chapter 608, F.S..


Shane Willis

ARTICLE IV - MANAGERS OR MANAGING MEMBERS

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGMR" = Managing Member

Name and Address:

MGMR

Shane Willis
6016 Yellow Rose Drive
Pensacola, Florida 32526

MGMR

Angela Willis
6016 Yellow Rose Drive
Pensacola, Florida 32526

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 603.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Shane Willis

Typed or printed name of signer

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.418 or 608.507, TOPSURF Real Estate Holdings, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is TOPSURF Real Estate Holdings, L.L.C..

2. The name and address of the registered agent in Florida are:

Shane Willis

6018 Yellow Rose Drive

Pensacola, Florida 32526

The undersigned, being the person named in the articles of organization of TOPSURF Real Estate Holdings, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Shane Willis
Registered Agent