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DIVISION OF CORPORATION

(CLAUDE R. WALKER, ESQ.)
HUEY, GUILDAY & TUCKER, P.A.
P. O. BOX 12500
TALLAHASSEE, FL 32317-2500

Address

Attn: Julie

224-7091

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Noblin Family Properties, LLC
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability 12500
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

3251-8399

**ARTICLES OF ORGANIZATION OF
NOBLIN FAMILY PROPERTIES, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
2006 DEC 29 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of the Limited Liability Company is NOBLIN FAMILY PROPERTIES, LLC, a Florida limited liability company (the "Company").
2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State into perpetuity or the occurrence of any of the events specified in Florida Statutes section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The address of the Company's place of business in the State of Florida is 2508 Harriman Circle, Tallahassee, Florida 32308. The Company's mailing address is 2508 Harriman Circle, Tallahassee, Florida 32308.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Millard J. Noblin. The street address of the initial registered agent of the Company is 2508 Harriman Circle, Tallahassee, Florida 32308.
6. Contributions to the Company. The total contributions to the company by the members consist of their respective interests in the property located at 4110 St. Theresa Blvd., Carrabelle, Florida. No additional contributions have been agreed upon.
7. Membership Interest. The Company shall issue 1,000,000 membership units to be divided as follows: 500,000 units to Millard J. Noblin and 500,000 units to Barbara P. Noblin. No further membership units shall be issued without a unanimous vote of all members.
8. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought. New members are required to be lineal heirs of Millard J. Noblin and Barbara P. Noblin or adopted children of Millard J. Noblin and Barbara P. Noblin or the lineal heirs of said adopted children.
9. Management of the Company. The management of the Company is to be with the Managers. The Company shall be managed in accordance with the regulations and operating agreement adopted by all of the initial members. The initial Managers of the Company are Millard J. Noblin and Barbara P. Noblin.

10. Initial Members. The initial members of the Company are:

	<u>Ownership Interest</u>
Millard J. Noblin, 2508 Harriman Circle, Tallahassee, Florida 32308	50%
Barbara P. Noblin, 2508 Harriman Circle, Tallahassee, Florida 32308	50%

11. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

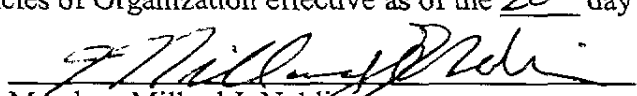
12. Limitation on Transfers of Membership Interest. No member shall have the right to transfer any interest in the Company except to the following: (a) a person who is a lineal heir of Millard J. Noblin and Barbara P. Noblin; (b) a person who is an adopted child of Millard J. Noblin and Barbara P. Noblin; or (c) a person who is a lineal heir of a person described in (b), above.

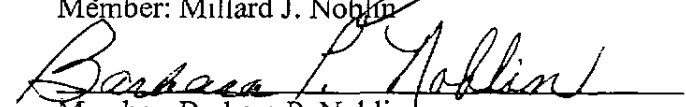
13. Certificated Interests. The members' interests in the Company may be evidenced by certificates.

14. Contracting Debts. The consent of all the members shall be required to borrow any money or encumber the Company's property.

15. Amendment of Articles. These Articles may only be amended upon unanimous consent of all members.


The undersigned executed these Articles of Organization effective as of the 20th day of December, 2005.


Member: Millard J. Noblin


Member: Barbara P. Noblin

STATE OF FLORIDA :
COUNTY OF LEON :

I HEREBY CERTIFY that on this 20th day of December, 2005, before me personally appeared MILLARD J. NOBLIN who is personally known presented his _____ as identification and who executed the foregoing before me for the purposes therein expressed.


NOTARY PUBLIC

My Commission Expires:



STATE OF FLORIDA :
COUNTY OF LEON :

I HEREBY CERTIFY that on this 20th day of December, 2005, before me personally appeared BARBARA P. NOBLIN who is personally known presented her _____ as identification and who executed the foregoing before me for the purposes therein expressed.



NOTARY PUBLIC

My Commission Expires:



Claude R. Walker
MY COMMISSION # DD133201 EXPIRES
August 30, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE AS REGISTERED AGENT OF CORPORATION

HAVING BEEN named Registered Agent and designated to accept service of process for the within named Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: DEC. 20, 2005


MILLARD J. NOBLIN

AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)

I, MILLARD J. NOBLIN, constituting one of the initial members of NOBLIN FAMILY PROPERTIES, LLC, a Florida limited liability company, hereinafter referred to as the "Company", who, upon being sworn, certify as follows:

1. The Company has at least two members.
2. The members of the company have contributed their interests in the real property identified as Lot 8, Block "E", Unit 2, Cochran-Phillips Beach, Franklin County, Florida, with a value net of mortgages of \$ 600,000⁰⁰.
3. No property other than the cash and property identified in numbers 2 and 4 hereof will be contributed.
4. It is not anticipated that any additional cash or property will be contributed in the future by the members of the Company.

Executed this 20th day of December, 2005.

FURTHER AFFIANT SAYETH NAUGHT.


Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief. (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.)

Member:


MILLARD J. NOBLIN

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 20th day of December, 2005, by MILLARD J. NOBLIN, as one of the initial members of NOBLIN FAMILY PROPERTIES, LLC, on behalf of the Company, who presented her personally known as identification.


NOTARY PUBLIC, Arden A. McKenzie
State of Florida at Large

My Commission Expires: Sept. 5, 2008

