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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Bennett Seahaven Holdings II, LLC

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**ARTICLES OF ORGANIZATION
OF
BENNETT SEAHAVEN HOLDINGS II, LLC**

The undersigned organizer of BENNETT SEAHAVEN HOLDINGS II, LLC (the "Company"), under the Florida Limited Liability Company Act, adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is BENNETT SEAHAVEN HOLDINGS II, LLC.

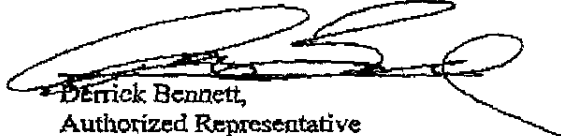
ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the Company is 15238 Front Beach Road, Panama City Beach, Florida 32413.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

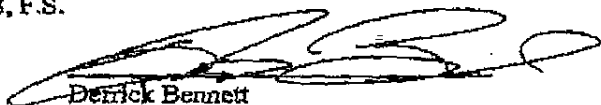
The name and street address of the initial registered agent is Harrison, Rivard, Zimmerman and Bennett, CHT, 101 Harrison Avenue, Panama City, FL 32401.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Organization as of the 12th day of April, 2006.


Derrick Bennett,
Authorized Representative

**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for BENNETT SEAHAVEN HOLDINGS II, LLC, at the place designated in the Articles of Organization, Derrick Bennett, hereby accepts the appointment as registered agent and agrees to act in this capacity. Derrick Bennett, further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties; and Derrick Bennett, accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.


Derrick Bennett

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