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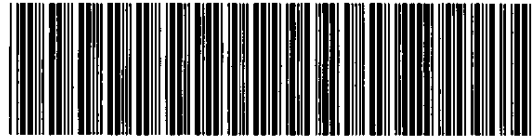
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B. McKnight MAY 30 2006

DeLoach & Peterson, P.A.

ATTORNEYS AT LAW

J. BOYD DeLOACH
SID C. PETERSON II
PHILIP B. PETERSON

JAMES R. PROVENCHER

OF COUNSEL



May 18, 2006

418 CANAL STREET
POST OFFICE BOX 428
NEW SMYRNA BEACH, FL 32170
(386) 428-2464
FAX (386) 423-9967

FLORIDA DEPARTMENT OF STATE

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Tri-State Land Acquisitions, LLC
Our File No. 06-13262

Dear Sirs:

Enclosed please find Articles of Organization, along with a copy of same concerning the above-referenced limited liability company. I have also enclosed this firm's check in the amount of \$125.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,


SID C. PETERSON, JR.

SCP/cmr
Enclosures

**ARTICLES OF ORGANIZATION
OF
TRI-STATE LAND ACQUISITIONS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be **TRI-STATE LAND ACQUISITIONS, LLC** ("Company").

**ARTICLE II
ADDRESS**

The mailing address P. O. Box 2902, New Smyrna Beach, Florida 32170 and street address of the principal office of the Company is 418 Canal Street, New Smyrna Beach, Florida 32168.

**ARTICLE III
DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

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

SID C. PETERSON, JR.
418 Canal Street
New Smyrna Beach, Florida 32168

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ARTICLE V
MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial members of the Company are:

CHARLIE AYCOCK
Aycock & Butler, PLLC
2405 S. Croatan Highway
Nags Head, NC 27959

CHARLES THOMPSON, Trustee of the
CHUCK THOMPSON REAL ESTATE
PROFIT SHARING PLAN
Thompson Realtors
300 N. Main Street
Manheim, PA 17545

THOMAS B. DANIELS
2117 S. Croatan Highway
Nags Head, NC 27959

DEBBIE PERRY
2117 S. Croatan Highway
Nags Head, NC 27959

ROY B. CLAIR
40 E. Third Avenue
Lititz, PA 17543

ROCHELLE E. CLAIR
40 E. Third Avenue
Lititz, PA 17543

NED E. WEHLER
1160 Wood Road
Hummelstown, PA 17036

BILLY PICKELL
105 Pine Lilly Circle
Daytona Beach, FL 32117

F. I. HUGHES
1093 Club House Boulevard
New Smyrna Beach, FL 32168

FRED MARRO
25 Chestnut Street, Suite 105
Haddonfield, NJ 08033

JOHN LLOYD
2010 Waterford Estates Drive
New Smyrna Beach, FL 32168

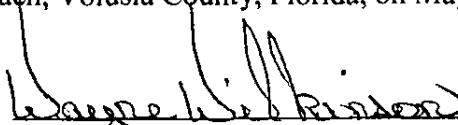
GUILLERMO PRADA
2010 Rossmore Court
New Smyrna Beach, FL 32168

WAYNE M. WILKINSON
P. O. Box 2902
New Smyrna Beach, FL 32170

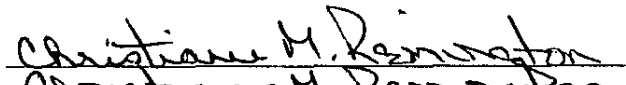
BRENDA H. WILKINSON
P. O. Box 2902
New Smyrna Beach, FL 32170

SID C. PETERSON, JR., Trustee
u/a/d March 7, 2006
418 Canal Street
New Smyrna Beach, FL 32168

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at New Smyrna Beach, Volusia County, Florida, on May, 2006.


WAYNE WILKINSON, as authorized agent

BEFORE ME, a Notary Public, personally appeared, **WAYNE WILKINSON, as authorized agent**, who is personally known to me who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to these Articles of Organization on this 17th day of May, 2006.


Christianne M. Remington
(Notary - print name)

Notary Public - State of Florida
Commission No.:
My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415, **TRI-STATE LAND ACQUISITIONS, LLC**, 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 **TRI-STATE LAND ACQUISITIONS, LLC**.
2. The name and street address of the registered agent in Florida are:

SID C. PETERSON, JR.
418 Canal Street
New Smyrna Beach, Florida 32168

The undersigned, being the person named in the Articles of Organization of **TRI-STATE LAND ACQUISITIONS, LLC**, 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 duties, and is familiar with and accepts the obligations of the position of registered agent.



SID C. PETERSON, JR., Registered Agent

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