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From:

Account Name : BARNETT, BOLT, KIRKWOOD, LONG & MCBRIDE
Account Number : 072731001155
Phone : (813) 253-2020
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BARRETT SQUARE PROPERTIES, LLC

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**BARRETT SQUARE PROPERTIES, LLC
AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE ONE: NAME.

The name of the limited liability company (the "Company") is Barrett Square Properties, LLC.

ARTICLE TWO: EFFECTIVE DATE.

The Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE THREE: MAILING ADDRESS AND PRINCIPAL OFFICE.

The address of the principal office and the mailing address of the Company is:

830 Highway 98 East
Destin, Florida 32541

ARTICLE FOUR: INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of the Company is:

c/o Dawn E. Norris
Matthews & Hawkins, P.A.
4475 Legendary Drive
Destin, Florida 32541

and the name of the initial registered agent of the Company at that address is Dawn E. Norris.

ARTICLE FIVE: MANAGEMENT OF THE COMPANY.

Management of the Company shall be vested in the managers of the Company, and the Company shall be a "manager-managed company" within the meaning of Section 608.402(19) of the Act. The name and mailing address of the initial managers of the Company are:

Reynolds Henderson
Post Office Box 1380
Santa Rosa Beach, Florida 32459

H06000285282 3

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Jim Ball
830 Highway 98 East
Destin, Florida 32541

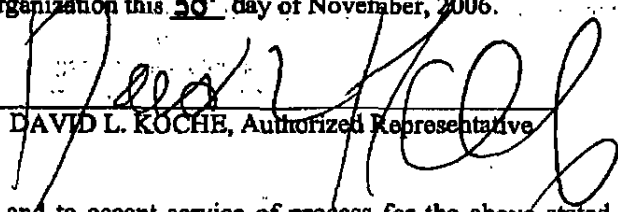
ARTICLE SIX: PURPOSE.

The Company's business and purpose shall consist solely of the acquisition, ownership, operation, maintenance and management of the real property legally described in Exhibit A attached hereto (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

ARTICLE SEVEN: TITLE TO COMPANY PROPERTY.

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member has executed these Articles of Organization this 30th day of November, 2006.



DAVID L. ROCHE, Authorized Representative

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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, Florida Statutes.

Dated: November 30, 2006



DAWN E. NORRIS, Registered Agent

H06000285282 3

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Exhibit A**The Lofts at Barrett Square:**

(PARCEL ID NUMBERS 35-3S-18-16069-000-001A, 35-3S-18-16069-000-001B, and 35-3S-18-16069-000-001C)

Units 1A, 1B and 1C, THE LOFTS AT BARRETT SQUARE, a Condominium, according to the Declaration of Condominium thereof, as recorded in Official Records Book 2516, Page 1136, of the Public Records of Walton County, Florida, together with an undivided interest in the common elements if any, appurtenant thereto, subject to and in accordance with the covenants, conditions, restrictions, terms and other provisions of said Declaration of Condominium.

The Lofts West at Barrett Square:

(PARCEL ID NUMBERS 35-3S-18-16072-000-001A, 35-3S-18-16072-000-001B, 35-3S-18-16072-000-001C and 35-3S-18-16072-000-001D)

Units 1A, 1B, 1C and 1D, THE LOFTS WEST AT BARRETT SQUARE, a Condominium, according to the Declaration of Condominium thereof, as recorded in Official Records Book 2639, Page 4339, of the Public Records of Walton County, Florida, together with an undivided interest in the common elements if any, appurtenant thereto, subject to and in accordance with the covenants, conditions, restrictions, terms and other provisions of said Declaration of Condominium.

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