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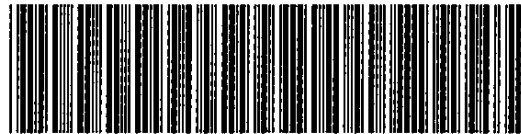
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TALLAHASSEE FLORIDA

Costin and Costin

ATTORNEYS AT LAW
413 WILLIAMS AVENUE
PORT ST. JOE, FLORIDA 32456
TELEPHONE (850) 227-1159
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Charles A. Costin

Cecil G. Costin, Jr.
(1923 - 1990)

Mailing Address:
Post Office Box 98
Port St. Joe, FL 32457-0098

November 30, 2006

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

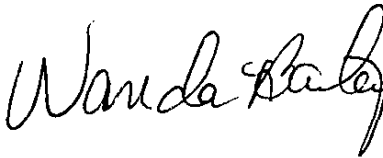
Re: Barefoot Properties Vacation Rentals, LLC

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Organization for the above referred limited liability company. Please file the original, certify the copy, and return the certified copy to Mr. Landry at your earliest convenience.

I have enclosed a check in the amount of \$125.00 to cover the fees.

Sincerely,

A handwritten signature in cursive script that reads "Wanda Bailey".

Wanda Bailey

Enclosures

ARTICLES OF ORGANIZATION

OF

BAREFOOT PROPERTIES VACATION RENTALS, LLC

The undersigned members to these Articles of Organization, persons competent to contract, hereby form a limited liability company, under Chapter 608, Florida Statutes, and do hereby certify that it has become such company under and pursuant to the following Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is "**BAREFOOT PROPERTIES VACATION RENTALS, LLC**".

ARTICLE II

Duration

The company shall have perpetual existence commencing on the date of filing.

ARTICLE III

**Appointment and Acknowledgment of Designated
Registered Agent and Office Address**

The name and street address of this company's initial registered agent is Charles A. Costin, 413 Williams Avenue, Port St. Joe, Florida 32456. The address of the initial principal office of this company and its mailing address is 1147 Cape San Blas Road, Port St. Joe, Florida 32456. The registered agent, by his signature hereon, acknowledges that he has read the foregoing

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Articles of Organization and that he is familiar with and accepts the obligations of his appointment as designated registered agent.

ARTICLE IV
Right to Admit Additional Members

The additional members listed herein below shall have the right to admit additional members; however, each member must unanimously consent to such additional member and to the amount of such additional members contribution to capital.

ARTICLE V
Management

This limited liability company is to be managed by its members pursuant to a membership agreement.

The duties and responsibilities of management in addition to those set forth in Florida Statute 608.4225 (1993) are as follows: a) to negotiate contracts for lease or purchase of facilities or equipment, b) to maintain and safeguard the cash flow including management of the operating bank account and negotiating with financial institutions for short term capital needs, as may be determined necessary by the owners and management of the company, c) to comply with federal and state tax laws, d) to perform monthly reporting of financial position and the results of operations to the membership along with comparisons to budgeted operations and anticipated cash flows, e) to monitor receivable collections and follow up where necessary, f) to audit monthly cost reports

follow up where necessary, f) to audit monthly cost reports submitted to governmental agencies, g) to monitor compliance with policies and procedures established by the membership and management, h) to provide such services as may be agreed to in writing from time to time executed by membership and management.

ARTICLE VI
Membership

This limited liability company shall have 2 initial members. The names and addresses of these 2 initial members are as follows:

Patricia L. Johnson
128 Boardwalk Ave.
Port St. Joe, Fl. 32456

Sherri L. Dodsworth
7190 Leeward St.
Port St. Joe, Fl. 32456

ARTICLE VII
Voting

Voting on all matters relating to this company shall be vested exclusively in the membership as set forth in the operating agreement.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on the 29th day of November, 2006; and, in accordance with Section 608.408 (3), Florida Statutes, the execution of these Articles constitutes an affirmation under penalties of perjury that the facts stated herein are true.

ATTEST:

Patricia L. Johnson
Patricia L. Johnson

Sherri L. Dodsworth
Sherri L. Dodsworth

STATE OF FLORIDA
COUNTY OF GULF

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **Patricia L. Johnson and Sherri L. Dodsworth**, who are personally known to me or who produced _____ as identification, known to me to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes therein described.

SWORN TO AND SUBSCRIBED before me this 10th day of November, 2006.



Jennifer M. Hanlon
Notary Public

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that **Barefoot Properties Vacation Rentals, L.L.C.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at Port St. Joe, Gulf County, Florida, has named Charles A. Costin, 413 Williams Avenue, Port St. Joe, Florida 32465, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

A large, stylized handwritten signature in black ink, appearing to read 'Charles A. Costin', is written over the printed name.

CHARLES A. COSTIN
Registered Agent
413 Williams Ave.
Port St. Joe, Fl. 32456