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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

COVE OFFICES, L.L.C.

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COVE OFFICES, L.L.C.

ARTICLES OF ORGANIZATION

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, sets forth the following:

ARTICLE I - Name

The name of the Limited Liability Company is **COVE OFFICES, L.L.C.**

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 438 North Cove Blvd. Panama City, Florida 32401.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall commence upon the filing of these Articles in the office of the Secretary of State of Florida and shall terminate upon dissolution pursuant to the provisions of the Florida Limited Liability Company Act.

ARTICLE IV - Purpose

The purpose for which the Limited Liability Company is organized is to engage in any and all lawful businesses and

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activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws, including, but not limited to, the power to invest in real estate.

ARTICLE V - Management

The Limited Liability Company is to be managed by managing members. The names and addresses of the initial managing members who will serve as such until their successors are elected and qualify are as follows:

H. Cranston Pope, 124 South Cove Blvd., Panama City, FL 32401

Scott A. Pope, 124 South Cove Blvd., Panama City, FL 32401

ARTICLE VI - Admission of Additional Members

Members may be admitted upon approval of a majority in interest of the members.

ARTICLE VII - Members Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall be continued unless the members elect otherwise.

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ARTICLE VIII - REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Limited Liability Company is H. CRANSTON POPE, 438 North Cove Blvd., Panama City, FL 32401.

ARTICLE IX - CLASSES OF MEMBERS

The Limited Liability Company shall have one class and one series of members. Ownership shall be measured in Units and this Limited Liability Company shall be authorized to issue 100,000 Units.

ARTICLE X - REGULATIONS

The power to adopt, alter, amend or repeal the Regulations shall be vested in the Members.

Executed at Panama City, Florida, on the 2nd day of January, 2007.



H. CRANSTON POPE

MEMBER, or authorized
representative of Member:

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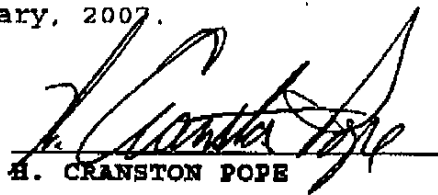
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ACCEPTANCE OF REGISTERED AGENT

I, H. CRANSTON POPE, having been appointed to act as registered agent for COVE OFFICES, L.L.C., in its registered office located at 438 North Cove Blvd., Panama City, Florida 32401, hereby accept such appointment and agree to act in such capacity and accepts the obligations imposed by Florida Statutes Section 608.415 and am registered agent as designated by the Articles of Organization of COVE OFFICES, L.L.C.

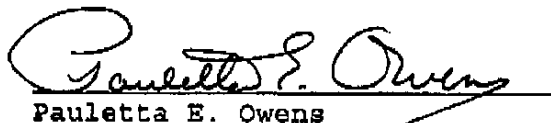
Executed this 2nd day of January, 2007.


H. CRANSTON POPE

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 2nd day of January, 2007, by H. CRANSTON POPE who is personally known to me and who did not take an oath.

PAULETTA E. OWENS
Notary Public - State of Florida
My Commission Expires Aug. 20, 2010
Commission No. DD 578470


Pauletta E. Owens
Notary Public
My commission expires: 8/20/10

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