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Division of Corporations
Fax Number : (850) 205-0383

From:

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

B & C Peebles Properties, LLC

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ARTICLES OF ORGANIZATION

OF

B & C PEEPLES PROPERTIES, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, does hereby adopt the following Articles of Organization.

ARTICLE 1.0

The name of the Limited Liability Company shall be B & C Peoples Properties, LLC.

ARTICLE 2.0

The period of its duration may not exceed 40 years from the date of filing with the Department of State.

ARTICLE 3.0

The primary purpose for which the Limited Liability Company is organized is to own and manage real property for long term investment purposes. The company may also engage in any legal business or investment activity as the Managers may from time to time determine.

ARTICLE 4.0

The location of the principal office and the mailing address of the Limited Liability Company shall be 97018 Blackbeard's Way, Yulee, FL 32097.

ARTICLE 5.0

The admission of new Members shall be subject to the unanimous approval of the existing Members of the Limited Liability Company.

ARTICLE 6.0

Upon the affirmative majority vote thereof, the remaining Members of the Limited Liability Company may continue the business on 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.

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ARTICLE 7.0

The Limited Liability Company shall be managed by its Member or Members and the names and addresses of the initial managing Members are as follows:

Bryan N. Peebles

97018 Blackbeard's Way
Yulee, FL 32097

Carolyn F. Peebles

97018 Blackbeard's Way
Yulee, FL 32097

ARTICLE 8.0

Unless expressly prohibited by Florida law, the Limited Liability Company shall indemnify and hold harmless any Member or Manager from and against any and all claims and demands against such person whatsoever which relate in any manner to or arise from the activities of the Limited Liability Company or assets owned by the Limited Liability Company.

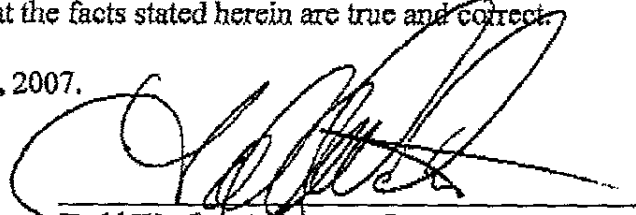
ARTICLE 9.0

A Member may withdraw its interest in the Limited Liability Company and receive a distribution of its interest in the company only upon the affirmative unanimous vote of the Members of the Limited Liability Company, with each member voting in accordance with the percentage of Limited Liability Company interest owned by the Member and the affirmative unanimous vote of the Managers of the Limited Liability Company, each Manager possessing one (1) vote. Furthermore, a Member's interest in the Limited Liability Company shall not be terminated in the event the Member makes an assignment for the benefit of creditors, files a voluntary petition of bankruptcy; or any of the other events stated in Florida Statutes §608.4237, as amended, unless the termination is approved by the affirmative unanimous vote of the Members and the Managers of the Limited Liability Company, as provided in this Article.

EXECUTION

Todd Watson, Attorney at Law, as the authorized representative of the Company, declares under penalties of perjury that the facts stated herein are true and correct.

Dated this 16th day of January, 2007.


Todd Watson, Attorney at Law

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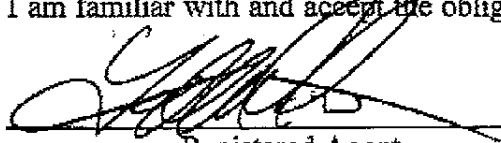
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is B & C Peeples Properties, LLC.

2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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.


Registered Agent

Dated: January 16, 2007

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