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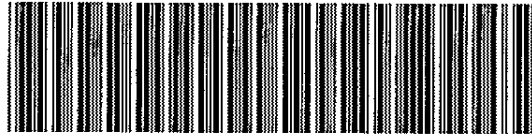
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DIVISION OF CORPORATIONS

2007 FEB -5 AM 8:44

TO AGENDALFEE  
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 742967-11548A

AUTHORIZATION :

COST LIMIT : \$ 155.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 2, 2007

ORDER TIME : 4:13 PM

ORDER NO. : 742967-015

CUSTOMER NO: 11548A

DOMESTIC FILING

NAME: GULF SHORES 38, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake - EXT. 2959

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 5, 2007

KATHY DRAKE  
CSC  
TALLAHASSEE, FL

SUBJECT: GULF SHORES 38, L.L.C.  
Ref. Number: W07000005860

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

**RESUBMIT**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for GULF SHORES 38, L.L.C. and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

The mailing address in Article II can be a P.O. Box. But the street address must be a street address.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 507A00008589

ARTICLES OF ORGANIZATION  
OF  
GULF SHORES 38, L.L.C.

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 GULF SHORES 38, L.L.C.  
("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is:

Post Office Box 8331	2816 Beach Boulevard South
St. Petersburg, FL 33738	Gulfport, FL 33707

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be 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 Karen S. Keaton, 2816 Beach Boulevard, St. Petersburg, FL 33707.

ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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TALLAHASSEE, FLORIDA

#### ARTICLE VII - MEMBERS' RIGHT TO CONTINUE BUSINESS

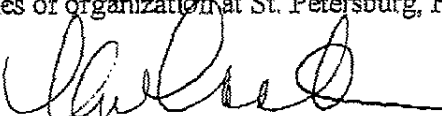
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

#### ARTICLE VIII - MANAGEMENT

The company shall be managed by a manager 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 name and address of the initial manager of the company is:

Ken Steinke, Manager  
Post Office Box 8331  
St. Petersburg, FL 33738.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at St. Petersburg, Florida, on February 2, 2007.

  
\_\_\_\_\_  
Karen S. Keaton

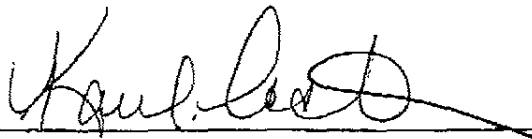
CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, GULF SHORES 38, L.L.C., 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 GULF SHORES 38, L.L.C.
2. The name and street address of the registered agent in Florida are:

Karen S. Keaton  
2816 Beach Boulevard  
St. Petersburg, FL 33707

The undersigned, being the person named in the articles of organization GULF SHORES 38, L.L.C., 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 or her duties, and is familiar with and accepts the obligations of the position of registered agent.



KAREN S. KEATON