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FLORIDA/FOREIGN LIMITED LIABILITY CO.

EMERALD BEACH MANAGEMENT COMPANY, L.L.C.

Certificate of Status	1
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ARTICLES OF ORGANIZATION
FOR
EMERALD BEACH MANAGEMENT COMPANY, L.L.C.
a Florida Limited Liability Company

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The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company shall be **EMERALD BEACH MANAGEMENT COMPANY, L.L.C. ("Company")**.

ARTICLE II - ADDRESS

The initial street address and the mailing address of this Company is 119 Euclid Avenue, Birmingham, Alabama 35213. Elizabeth J. Walters, 415 Beckrich Road, Suite 500, Panama City Beach, Florida 32407 is hereby designated as registered agent for this Company.

Prepared by:
Elizabeth J. Walters, Esq. - Florida Bar #0049468
Burke Blue Hutchison Walters & Smith, P.A.
415 Beckrich Road, Suite 500
Panama City Beach, FL 32407
(850) 236-4444
(850) 236-1313 - Fax

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ARTICLE III - DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE IV - MANAGEMENT

The Company is to be managed by the members and the name and address of the managing member is:

NAME

Edgewater Beach Resort Management, Inc.

ADDRESS11212 Front Beach Road
Panama City Beach, FL 32407FILED STATE
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The name and street address of the registered agent of the company in the State of Florida is:

Elizabeth J. Walters
415 Beckrich Road, Suite 500
Panama City Beach, FL 32407**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

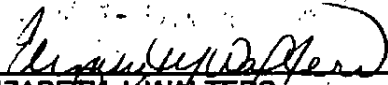
A member's interest in the Company may be assigned in whole or in part. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operation Agreement of this Company.

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ARTICLE VII – MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company pursuant to the Operating Agreement.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 16th day of April, 2007, for the purpose of forming this limited liability company under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Organization and certify that the facts herein stated are true.


ELIZABETH J. WALTERS
BURKE BLUE HUTCHISON WALTERS & SMITH, P.A.

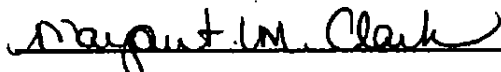
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STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 16TH day of April, 2007, by Elizabeth J. Walters, who is personally known to me.

(SEAL)




MARGARET M. CLARK
(Print Name)
Notary Public
Serial # _____
My Commission Expires: _____

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that EMERALD BEACH MANAGEMENT COMPANY, 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 119 Euclid Avenue, Birmingham, Alabama 35213 has named Elizabeth J. Walters located at 415 Beckrich Road, Suite 500, Panama City Beach, County of Bay, State of Florida, 32407 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


ELIZABETH J. WALTERS
BURKE BLUE HUTCHISON WALTERS & SMITH, P.A.

(Resident Agent)

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