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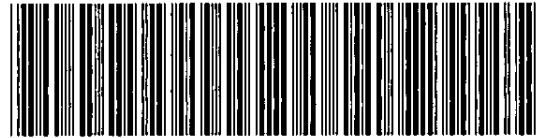
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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B. KOHR

MAR 7 2008

EXAMINER

YOUNG VAN ASSENDERP, P.A.

ATTORNEYS AT LAW

Attorneys:

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George Ann C. Bracko
Executive Director

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TALLAHASSEE, FLORIDA

March 6, 2008

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

(850) 245-6051

Subject: Apalachicola Institute, LLC

To Whom It May Concern:

The enclosed Articles of Organization and fees are submitted for filing. Thank you in advance for your attention to this matter.

Please return all correspondence concerning this matter to the following:

John T. LaVia, III
Young van Assenderp, P.A.
225 S. Adams Street, Suite 200
Tallahassee, Florida 32301

For further information concerning this matter, please call Jay LaVia at 850-222-7206.

Enclosed is a check for the following amount: \$160.00 to cover the costs of the Filing Fee, a Certificate of Status and a certified copy of the Articles of Organization for the Apalachicola Institute, LLC (additional copy enclosed).

Thank you again for your attention to this matter.

Regards,

John T. Lavia, III



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED
OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

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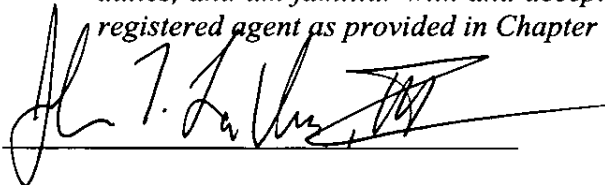
1. The name of the limited liability company is:

Apalachicola Institute, LLC

2. The name and the Florida Street address of the registered agent are:

**John T. LaVia, III
225 S. Adams Street, Ste. 200
Tallahassee, Florida 32301**

*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 am familiar with and accept the obligations of my position as
registered agent as provided in Chapter 608, Florida Statutes.*



John T. Lavia, III

ARTICLES OF ORGANIZATION
OF
APALACHICOLA INSTITUTE, LLC

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Limited Liability Company ("Company") is:

APALACHICOLA INSTITUTE, LLC

ARTICLE II

The mailing address of the principal office of the Company is:

Principal Office Address:

Apalachicola Institute, LLC
238 Water Street, Suite B
Apalachicola, Florida 32320

Mailing Address:

Apalachicola Institute, LLC
P.O. Box 130
Apalachicola, Florida 32329

ARTICLE III

The Registered Agent and Registered Office of the Company are set forth below:

The name and the Florida street address of the registered agent and registered office are:

John T. LaVia, III, Esq.
225 S. Adams St. Suite 200
Tallahassee, Florida 32301

ARTICLE IV

The name and address of the managing member and of the other member of Apalachicola Institute, LLC are as follows:

Managing Member:

George J. Mahr
238 Water Street, Suite B
Apalachicola, Florida 32320

Member:

PENSCO Trust Company Custodian FBO George J Mahr IRA PENSCO Trust
Account # MA1VU.

Pensco Trust Company
30 Penhallow Street, Suite 200E
Portsmouth, NH 03801

ARTICLE V

The effective date of the Company shall be the date of filing.

ARTICLE VI

The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs. The general nature of the business to be transacted and which the limited liability company is authorized to transact, shall be to engage in any activity or business activity authorized under the Florida Statutes, including, but not limited to, the power to purchase, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located; to sell, convey, mortgage, grant a

security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property.

ARTICLE VII

The Apalachicola Institute, LLC, is to be managed by one manager, George Mahr. The initial manager will serve as manager for the duration of the company.

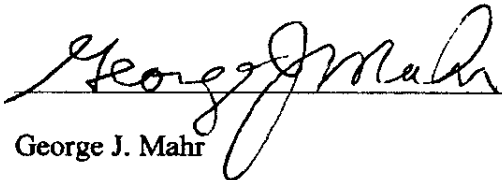
ARTICLE VIII

The duration of the Apalachicola Institute, LLC, shall be for thirty (30) years.

ARTICLE IX

The member contributions to the capital of the Apalachicola Institute, LLC, shall be set forth in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization on this 6 day of March, 2008.

A handwritten signature in cursive script, reading "George J. Mahr", written over a horizontal line.

George J. Mahr

Managing Member