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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

### Holmes of Northwest Florida LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
HOLMES OF NORTHWEST FLORIDA LLC**

The undersigned subscriber to these Articles of Organization, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and being a natural person competent to contract, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I (NAME)**

The name of this limited liability company is HOLMES OF NORTHWEST FLORIDA LLC (the "Company").

**ARTICLE II (DURATION)**

The Company shall have perpetual duration, beginning on the date these Articles of Organization are filed in the Office of the Secretary of State of the State of Florida.

**ARTICLE III (POWERS)**

The Company shall have all of the powers stated in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as such chapter presently exists and may hereafter be amended.

**ARTICLE IV (PRINCIPAL OFFICE)**

The street address and mailing address of the Company's initial principal office shall be One Beachclub Drive, Unit PH-6, Miramar Beach, Florida 32550. The Company's principal office may hereafter be at such other place or places as the members from time to time may determine.

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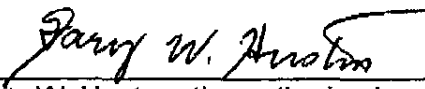
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**ARTICLE V (REGISTERED AGENT)**

The name of the initial registered agent of the Company shall be Gary W. Huston and the street address of the registered agent is 125 W. Romana Street, Suite 800, Pensacola, FL 32502.

IN WITNESS WHEREOF, the undersigned, the authorized agent of a member, has executed the foregoing Articles of Organization on March 10, 2008.

  
\_\_\_\_\_  
Gary W. Huston, the authorized agent of  
a Member

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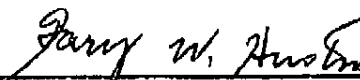
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted:  
That HOLMES OF NORTHWEST FLORIDA LLC, desiring to organize or qualify under the  
laws of the State of Florida, with its principal place of business at One Beachclub Drive,  
Unit PH-6, Miramar Beach, Florida 32550, has named Gary W. Huston, whose business  
address is 125 W. Romana Street, Suite 800, Pensacola, FL 32502, as its agent to accept  
service of process within Florida.

HOLMES OF NORTHWEST FLORIDA LLC

By:



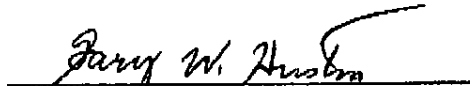
Gary W. Huston, authorized agent of  
a Member

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**ACCEPTANCE**

Having been named as registered agent and to accept service of process for  
HOLMES OF NORTHWEST FLORIDA LLC at the place designated in this certificate, I am  
familiar with and accept the obligations of my position as registered agent as provided in  
Chapter 608 of Florida Statutes, and I agree to act in that position.

March 10, 2008

  
Gary W. Huston, Registered Agent

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