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(Requestor's Name)

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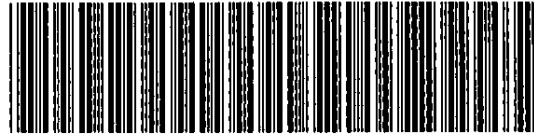
(Business Entity Name)

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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

MAY 7 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 560501 7332607

AUTHORIZATION :

*[Signature]*

COST LIMIT : \$155.00

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08 MAY -7 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 6, 2008

ORDER TIME : 5:11 PM

ORDER NO. : 560501-005

CUSTOMER NO: 7332607

DOMESTIC FILING

NAME: PHP & P INVESTORS, LLC

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: Susie Knight - EXT. 2956

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

FILED  
08 MAY -7 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
FOR THE LIMITED LIABILITY COMPANY  
OF  
PHP & P INVESTORS, LLC

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida Limited Liability Company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name this Company shall be PHP & P INVESTORS, LLC.

ARTICLE II

Commencement Date and Duration

This Company shall commence upon properly filing these Articles of Organization, subsequent to subscription and acknowledgment in accordance with the provisions of Section 608.409(1) of the Act, and shall continue until dissolved by its members or managers in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the

business of this Company is continued by the consent of all the remaining members;

2. Unanimous written consent of all the members; and,
3. Unanimous written consent of all the managers..

### ARTICLE III

#### Purpose

This Company is created and formed for the primary purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including without limitation, the purchase, sale and other investment activities in real estate and other properties, and all such other activities incidental or useful to the foregoing.

### ARTICLE IV

#### Place of Business

The principal place of business of this Company shall be 2400 Manatee Avenue West, Bradenton, Florida 34205, and such other place or places as may be designated by the members from time to time.

### ARTICLE V

#### Registered Agent and Office

The initial Registered Agent for this Company shall be JAMES L. PRICE, and the address of Registered Agent for service of process shall be 2400 Manatee Avenue West, Bradenton, Florida 34205.

### ARTICLE VI

### Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating agreement and Regulations.

### ARTICLE VII

#### Continuation of Business

The members may, by unanimous written consent, continue the business of this company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

### ARTICLE VIII

#### Management of Business

The management of this Company shall be vested entirely in its members. The name, address and ownership interest of its members who shall serve until other members are admitted are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OWNERSHIP INTEREST</u>
DALE L. PRICE and CAROL E. PRICE	3912 16 <sup>th</sup> Avenue West Bradenton, FL 34205	Twenty percent (20%) as Tenants by the Entirety
W. SCOTT HAMILTON and JEANNIE HAMILTON	4903 1 <sup>st</sup> Avenue Drive NW Bradenton, FL 34209	Twenty percent (20%) as Tenants by the Entirety
JAMES L. PRICE	301 30 <sup>th</sup> Street West	Twenty percent

and HEATHER PRICE	Bradenton, FL 34205	(20%) as Tenants by the Entirety
L. Floyd Price	6520 Riverview Blvd W	Forty percent (40%)
and BOBBIE N.	Bradenton, FL 34209	as Tenants by the
PRICE		Entirety

#### ARTICLE IX

##### Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

#### ARTICLE X

##### Property

1. Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.
2. Title. The title to all the property of the Company shall be held in the name of this Company.
3. Conveyances. The members are hereby authorized, as limited herein, to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or

convey title to any real or personal property whatsoever. Such authorization and execution shall require the approval of eighty percent (80%) in interest of the Membership in the Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company.

No third party need inquire any further than these Articles of Organization for authority as to the form of conveyance on documents for title to real or personal property.

#### ARTICLE XI

##### Amendments

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members, and such amendments shall be filed with the Florida Department of State in accordance with the provision of Section 608.411 of the Act.

#### ARTICLE XIII

##### Regulations

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the

Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

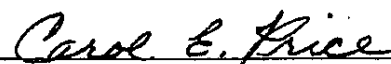
ARTICLE XIV

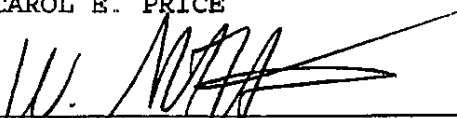
Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of this Company except by its members, all to be as set forth in the Operating Agreement and Regulations adopted.

IN WITNESS WHEREOF, the undersigned organizers of PHP & P INVESTORS, LLC, has executed these Articles this 6<sup>th</sup> day of May, 2008.

  
DALE L. PRICE

  
CAROL E. PRICE

  
W. SCOTT HAMILTON

  
JEANNIE HAMILTON

  
JAMES L. PRICE

Heather Price  
HEATHER PRICE

L. Floyd Price  
L. FLOYD PRICE

Bobbie N. Price  
BOBBIE N. PRICE

STATE OF FLORIDA

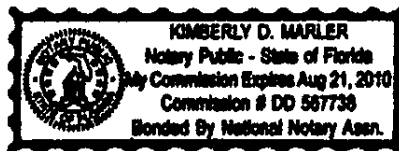
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments personally appeared DALE L. PRICE, CAROL E. PRICE, W. SCOTT HAMILTON, JEANNIE HAMILTON, JAMES L. PRICE, HEATHER PRICE, L. FLOYD PRICE and BOBBIE N. PRICE, personally known to me to be the person described in, and who executed the foregoing instrument and acknowledged before me that they executed the same.

IN TESTIMONY WHEREOF, witness my hand and official seal in the County and State aforesaid the day and year above written.

Kimberly D. Marler  
Notary Public -

My Commission Expires:



CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of the process for the above-stated Company, at the place designated herein, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder

  
\_\_\_\_\_  
JAMES L. PRICE

Dated: 5/6/2008