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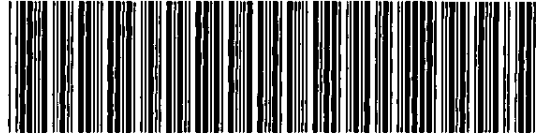
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TALLAHASSEE FLORIDA

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TIMOTHY J. SLOAN, P.A.

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TIMOTHY J. SLOAN*
CHARLES J. STAFFORD
*ALSO MEMBER OF
DISTRICT OF COLUMBIA
AND MISSOURI BARS

TELEPHONE (850) 769-2501
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January 14, 2009

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Pier Artworks, LLC

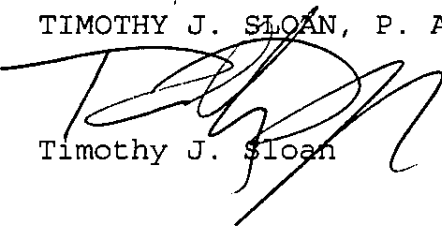
Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization of the above referenced limited liability company, together with the Certificate Designating Registered Agent and a check in the amount of \$125.00 to cover the cost of filing. Please file these Articles at your earliest convenience, and return a certified copy to us.

Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Very truly yours,

TIMOTHY J. SLOAN, P. A.


Timothy J. Sloan

TJS/mf
Encl.

**ARTICLES OF ORGANIZATION
OF
PIER ARTWORKS, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

We further declare that the following Articles will serve as the Charter and authority for the conduct of business of the limited liability company:

ARTICLE I

Name and principal place of business. The name of the limited liability company shall be PIER ARTWORKS, LLC, and its mailing address and principal office shall be located at 801 Pier Park Drive, Suite 105, Panama City Beach, Florida 32407, but it shall have the power and authority to establish branch offices at any other place or places as their members may designate.

ARTICLE II

Purposes and power. This limited liability company shall be authorized to engage in any activity or business authorized by the laws of the State of Florida. In facilitation of that general grant of power and purpose, by way of illustration and not limitation, the limited liability company is authorized to do the following:

1. To own, sell, transfer, convey, mortgage, pledge or encumber any real or personal property.

2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association

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with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE III

Exercise of powers. All limited liability company powers not expressly reserved to the members shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, one or more managers of this limited liability company.

ARTICLE IV

Management. The limited liability company shall be managed by its manager(s), currently whose name and address is as follows:

JAMES MACK BAIRD
6500 Bridgewater Way
Unit 401
Panama City Beach, FL 32407

ARTICLE V

Membership restrictions. Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except by unanimous written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining member(s) shall have the right to continue the business upon unanimous consent of the remaining members.

ARTICLE VI

Capital contributions. Capital contributions in the amount of \$1,000.00 shall be paid to the limited company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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ARTICLE VII

Duration. This limited liability company shall exist perpetually from the date of filing until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

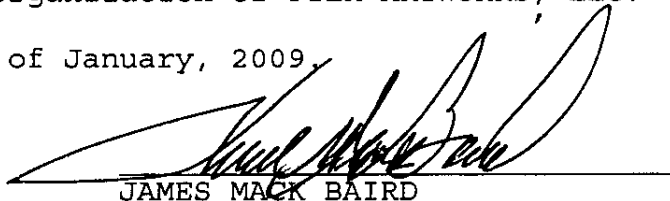
ARTICLE VIII

Initial registered agent. The name and address of the initial registered agent of the limited liability company is:


Timothy J. Sloan
427 McKenzie Avenue
Panama City, Florida 32401

The undersigned, being the manager and all of the members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of PIER ARTWORKS, LLC.

Executed this 12th day of January, 2009.



JAMES MACK BAIRD



JAKIE J. BAIRD

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TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Section 608.415, Florida Statutes, the following is submitted:

Pier Artworks, LLC, desiring to organize as a Limited Liability Company under the laws of the State of Florida, has designated 801 Pier Park Drive, Suite 105, Panama City Beach, Florida 32407 as its initial Registered Office and has named Timothy J. Sloan, located at 427 McKenzie Avenue, Panama City, Florida 32401, as its initial Registered Agent.

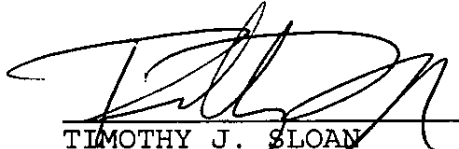
Pier Artworks, LLC, a
Florida Limited Liability Company



MACK JAMES BAIRD, as Manager

Having been named Registered Agent and to accept service of process for the above-stated limited liability corporation, at the place designated in this Certificate, the undersigned hereby accepts said appointment 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 duties and is familiar with and accepts the obligations of his position as Registered Agent.

1/13/09
DATE



TIMOTHY J. SLOAN
Registered Agent