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MOULTON MCEACHERN & WALKER

ATTORNEYS AT LAW

BANK OF AMERICA BUILDING 5041 BAYOU BOULEVARD SUITE 300 PENSACOLA, FLORIDA 32503 www.pensacolalegal.com TELEPHONE (850) 969-3151 FACSIMILE (850) 969-0566

Writer's e-mail address: dbass@pensacolalegal.com

June 15, 2012

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

Re: Payne Family Heritage, LLC

Dear Sir or Madam:

Enclosed for filing with your office is an original and one copy of Articles of Organization for Payne Family Heritage, LLC.

Also enclosed is our check in the amount of \$125 to cover the cost of the filing fee and the registered agent fee for the limited liability company.

Please file the original Articles and return to us a dated-stamped copy of the Articles of Organization in the enclosed stamped, self-addressed envelope.

Please call me if you have any questions.

Very truly yours,

Debra H. Bass, FRP

Florida Registered Paralegal

enclosures

cc:

Wright Moulton

Clif Payne

Stephanie Payne

ARTICLES OF ORGANIZATION

OF

PAYNE FAMILY HERITAGE, LLC

ARTICLE I NAME

The name of the Limited Liability Company is Payne Family Heritage, LLC.

ARTICLE II ADDRESS

The mailing address of the Limited Liability Company's principal office is:

3007 Blackshear Road Pensacola, Florida 32503

The street address of the Limited Liability Company's principal office is:

3007 Blackshear Road Pensacola, Florida 32503

ARTICLE III DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV MANAGEMENT

The Limited Liability Company will be manager-managed Company.

ARTICLE IV REGISTERED AGENT AND REGISTERED OFFICE

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



Lyal Clifton Payne 3007 Blackshear Avenue Pensacola, FL 32503

In accordance with F.S. 608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Lyal Clifton Payne

Stephanie Karen Payne

Having been named as registered agent to accept service of process for the above-named limited liability company at the place designated herein, 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 I am familiar with and accept the obligations of my positions as registered agent and as provided in F.S. Chapter 608.

Lval Clifton Payne, Registered Agent

ARTICLES OF ORGANIZATION

OF

PAYNE FAMILY HERITAGE, LLC

2 My Conformation

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Lyal Clifton Payne, Registered Agent