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COST LIMIT: \$ 337.50	
ORDER DATE: May 3, 1996	
ORDER TIME: 11:17 AM	
ORDER NO. : 941244	
CUSTOMER NO: 80388A	
CUSTOMER: John A. Panyko, Esq EMMANUEL SHEPPARD & CONDON	000001807250
Post Office Drawer 1271	
Pensacola, FL 32596	
DOMESTIC FILING	
NAME: PENSACOLA LAKESIDE, L.C.	
EFFECTI E DATE:	
XX ARTICLES OF ORGANIZATION CERTIFICATE OF LIMITED PARTNERSHIP	

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XX ARTICLES OF ORGANIZATION CERTIFICATE OF LIMITED PARTNERSHIP	
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	
XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING	
CONTACT PERSON: Michelle Bailey	

EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION

FILED

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OF

PENSACOLA LAKESIDE, L.C.

The undersigned, acting as incorporator of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this limited liability company is Pensacola Lakeside, L.C., and its principal office and mailing address is located at 1198 Gulf Breeze Parkway, Suite 8, Gulf Breeze, Florida 32561.

ARTICLE II

DURATION

This limited liability company shall exist for a period not exceeding fifty (50) years from the date of the filing of these Articles of Organization with the Florida Department of State. This limited liability company's existence shall commence upon the filing of these articles with the Florida Secretary of State.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL CONTRIBUTIONS AND STOCK

The total amount of cash contributed to this limited liability company by its members upon the filing of these Articles of Organization is Three Hundred and No/100 Dollars (\$300.00). There are no additional contributions which have been agreed upon by the members at the time of the filing of these Articles of Organization. The members are free to agree upon additional contributions to this limited liability company at any point in the future.

This limited liability company is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

ARTICLE V

<u>MEMBERSHIP</u>

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approve by the unanimous consent of the members not proposing to transfer or assign their interests.

ARTICLE VI

DISSOLUTION

This limited company will dissolve upon the death, retirement, resignation, expulsion or dissolution of any member, unless all of the remaining members of this organization consent to a continuation of its business.

ARTICLE VII

MANAGEMENT

This organization is to be managed by a manager elected by a majority vote of its members. The initial manager, who shall serve until the earlier of his death, resignation, replacement or until the first annual meeting of members and his successors are elected and shall qualify, shall be:

Richard McAlpin 1198 Gulf Breeze Parkway, Suite 8 Gulf Breeze, Florida 32561

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this limited liability company's initial registered office is 30 S. Spring Street, Pensacola, Florida 32501, and the name of this limited liability company's initial registered agent is John A. Panyko.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is Richard McAlpin, 1198 Gulf Breeze Parkway, Suite 8, Gulf Breeze, Florida 32561.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Organization for this limited liability company this 2nd day of May, 1996.

Richard McAlpin, Incorporator

STATE OF FLORIDA COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 2nd day of May, 1996, by Richard McAlpin, who personally appeared before me and who is personally known to me.

NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

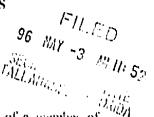
EPTANCE OF APPOINTMENT AS REGISTERED AGENT

1, JOHN A. PANYKO, am familiar with and horoby accept the appointment as Registered Agent for Pensacola Lakeside, L.C., as set forth in its Articles of Organization being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 2nd day of May, 1996.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA COUNTY OF ESCAMBIA



THE UNDERSIGNED member or authorized representative of a member of Pensacola Lakeside, L.C., a Florida Limited Limited Company, deposes and says.

- The above named limited liability company has at least 3 members.
- 2. The total amount of cash contributed by the member(s) is \$300.00.
- 3. The total amount of cash and property anticipated to be contributed by the member(s) is \$300.00. This total includes amounts from 3 above.

FURTHER, AFFIANT SAYETH NOT.

Richard McAlpin, Member

STATE OF FLORIDA COUNTY OF ESCAMBIA

Sworn and subscribed before me, the undersigned authority, on this 2nd day of May, 1996, by Richard McAlpin, who personally appeared before me and who is personally known to me.

Given under my hand and official seal this 2nd day of May, 1996.

OTARY PUBLIC, State of Florida

OFFICIAL NOTARY SEAL JOHN A PANYKO COMMISSION NUMBER C C263178 MY COMMISSION EXP. MAR. 6,1997