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SILVER & VOIT

Attorneys At Law, P.C., 4317-A Midmost Drive, Mobile, Alabama 36688 (FAX 334/343-0802) 334/343-0800

Irving Silver
Lawrence H. Voit
Harry L. Thompson
Thomas G. P. Landry

October 7, 1996

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

500001970435
-10/10/96--01038--001
****250.00 ****250.00

RE: C & D Sands, L.L.C.; Our File LS-5142-6205

Gentlemen:

100001932401--7
-10/31/96--01072--014
*****35.00 *****35.00

Enclosed please find the following:

1. Articles of Organization of C & D Sands, L.L.C., in duplicate. The Articles contain the Acceptance by Registered Agent and the affidavit of Donnell P. McKean.
2. Name reservation letter indicating the reservation number for the company's name is R96000004031.
3. Our check in the amount of \$250.00 in payment of the filing fee.

If there are any problems, please let me know.

Sincerely,


Irving Silver

IS:cm
Enclosure

FILED
96 OCT 21 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wrasame
B. REGISTER OCT 14 1996
789, 676, 671
W96-21720



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1998

**IRVING SILVER, ESQUIRE
4317-A MIDMOST DRIVE
MOBILE, AL 36609-5589**

**SUBJECT: C & D SANDS, L.L.C.
Ref. Number: W96000021720**

We have received your document for C & D SANDS, L.L.C. and your check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

**Beth Register
Corporate Specialist Supervisor**

Letter Number: 496A00046636

**ARTICLES OF ORGANIZATION
OF
C & D SANDS, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Donnell P. McKean and Cynthia McKean, acting as the organizers of C & D Sands, L.L.C., under the provisions of the Florida Limited Liability Company Act, (hereinafter sometimes the Act) adopt the following Articles of Organization for C & D Sands, L.L.C.:

ARTICLE I

NAME

1.0 The name of the limited liability company herewith organized by him is C & D Sands, L.L.C. (hereinafter sometimes the Company).

ARTICLE II

DURATION

2.0 The duration of the Company shall be for thirty (30) years from date of the filing of these Articles of Organization in the Office of the Florida Department of State, unless the Company is earlier dissolved pursuant to the actions of its members or by operation of the Act.

ARTICLE III

PURPOSES

3.0 The purposes for which the Company is organized are:

3.1 To engage generally in the business of buying, selling, dealing in and with real estate; and in addition thereto the Company shall be authorized and empowered to engage in any lawful business or enterprise not prohibited by the Act or by law; and

3.2 In general, to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes stated in this Article, and to do all things incidental to them or in connection with them that are not forbidden by the Act, by other laws, or by these Articles of Organization.

ARTICLE IV

PRINCIPAL OFFICE; REGISTERED OFFICE AND REGISTERED AGENT

4.0 Principal Office. The mailing address and street address of the principal office of the corporation is 118 Woodlawn Drive, Panama City Beach, Florida, 32407.

4.1 Registered Office and Registered Agent. The address of the initial registered office of the Company is 118 Woodlawn Drive, Panama City Beach, Florida, 32407. The name of its initial registered agent at such address is Donnell P. McKean.

ARTICLE V

MEMBERS

5.0 The names and mailing addresses of the initial members of the Company are as follows:

Donnell P. McKean
118 Woodlawn Drive
Panama City Beach, FL 32407

Cynthia McKean
118 Woodlawn Drive
Panama City Beach, FL 32407

ARTICLE VI

ADDITIONAL MEMBERS

6.0 Admission to Membership. From the date of the filing of these Articles in the Florida Department of State, any person or entity acceptable to the Members by their unanimous vote may become a member in this Company either by the issuance by the Company of membership interests for such consideration as the Members by their unanimous votes shall determine, or as a transferee of a Member's membership interest or any portion thereof, subject to the terms and conditions of any Operating Agreement adopted by the Members.

6.1 Financial Adjustments. No new members shall be entitled to any retroactive allocation of losses, income or expense deductions incurred by the Company. The managers may, at their option, at the time a member is admitted, close the Company's books (as though the Company's tax year had ended) or make *pro rata* allocations of loss, income, and expense deductions to a new member for that portion of the Company's tax year in which a member was admitted in accordance with the provisions of §706(d) of the Internal Revenue Code of 1986 and the U. S. Department of Treasury Regulations promulgated thereunder.

ARTICLE VII

RIGHTS TO CONTINUE BUSINESS OF COMPANY

7.0 The remaining members of the Company shall have the right to continue the business of the Company after an event of dissociation terminates the continued membership of a member in the Company in accordance with the terms and provisions of any Operating Agreement adopted by the members.

ARTICLE VIII

MANAGEMENT OF COMPANY

8.0 The business and affairs of the Company shall be managed by its manager. The manager shall direct, manage, and control the business of the Company to the best of their ability. The Company shall initially have one manager. The number of managers shall be subject to change from time to time by the affirmative vote of the members holding at least two-thirds of all of the capital interests in the Company's capital, but in no instance shall there be less than one manager. Each manager shall hold office until the next annual meeting of the members or until a successor shall have been elected and qualified. Managers shall be elected by the affirmative vote of members holding at least a majority interest. Managers need not be residents of the State of Florida or member of the Company.

8.1 **Identity of Initial Manager.** The name and mailing address of the initial manager of the Company is:

Donnell P. McKean
118 Woodlawn Drive
Panama City Beach, FL 32407

IN WITNESS WHEREOF, these Articles of Organization have been duly adopted as of this the 31 day of August, 1996.

Donnell P. McKean (SEAL)
Donnell P. McKean

Cynthia McKean (SEAL)
Cynthia McKean

STATE OF ALABAMA
COUNTY OF MOBILE

Before me, the undersigned authority, personally appeared **Donnell P. McKean** and **Cynthia McKean**, whose names are signed to the within Articles of Organization

of C & D Sands, L.L.C. and who acknowledged to me that they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office on this the 31 day of August, 1998.

S. W. McKean
NOTARY PUBLIC

[AFFIX SEAL HERE]

ACCEPTANCE BY REGISTERED AGENT

Donnell P. McKean, being named as the Registered Agent in ARTICLE IV on Page 2 hereof does herewith accept such designation and agree to serve as Registered Agent for C & D Sands, L.L.C.

Donnell P. McKean
Donnell P. McKean

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96 OCT 21 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALABAMA
STATE OF FLORIDA
COUNTY OF MOBILE

CERTIFICATE OF DONNELL P. McKEAN

Before me, the undersigned Notary Public, in and for said State and County, personally appeared Donnell P. McKean, who, after being by me first duly sworn, does depose and say on oath as follows:

1. My name is Donnell P. McKean I am a member of C & D Sands, L.L.C. and I am also its Initial Manager.

2. At the time of its organization, C & D Sands, L.L.C. has two members, namely, Donnell P. McKean, and Cynthia McKean.

3. The initial capital contributions of the members of C & D Sands, L.L.C. are as follows:

Name	How Paid	Amount
Donnell P. McKean	Cash	\$ 500.00
Cynthia McKean	Cash	\$ 500.00

4. Each Member shall be required to make such additional capital contributions as shall be determined by the Manager from time to time to be reasonably necessary to meet the expenses of the Company.

Donnell P. McKean
Donnell P. McKean

Sworn to and subscribed to before me
on this the 1 day of September, 1996.

S. W. McKean
NOTARY PUBLIC

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96 OCT 21 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA