

EMMANUEL, SHEPPARD & CONDON

**ATTORNEYS AT LAW**

ALAN B. BOOKMAN  
T.A. BOROWSKI, JR.  
GERALD L. BROWN  
A.G. CONDON, JR.  
ERICK M. DRUCKA  
PATRICK G. EMMANUEL  
ROBERT A. EMMANUEL  
KRAMER A. LTVAK  
WM. DOUGLAS MARSH

POST OFFICE DRAWER 1271  
PENSACOLA, FLORIDA 32596

**PENSACOLA (904) 433-6581**  
**NAVARRE (904) 939-0037**  
**FT. WALTON BEACH (904) 243-6581**  
**TOLL FREE 1-800-433-6581**

GERALD MCKENZIE  
JOHN W. MONROE, JR.  
JOHN A. PANYKO  
WANDA WOODALL RADCLIFFE  
JILL K. SATTERWHITE  
ALAN C. SHEPPARD  
J.D. SMITH  
CRYSTAL COLLINS SPENCER  
WARREN R. TODD

September 23, 1997

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

900002304339--2  
-09/26/97--01013--005  
米米米米337.50 米米米米337.50

Re: NORTHWEST FLORIDA LAND, L.C.

**Gentlemen:**

Enclosed please find original and one copy of Articles of Incorporation of NORTHWEST FLORIDA LAND, L.C. Our firm check in the sum of \$337.50 is enclosed to cover the following costs:

Filing Fee	\$250.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

total	\$337.50
-------	----------

Name	<i>9/20/79</i>
Availability	<i>check if you</i>
Amount	
Number	DCC
or	DCC
or	
Number	C
No. Enclosures	DCC
W. P. Enclosure	DCC

have any questions, please give me a call.

Sincerely yours,

Gerald L. Brown

L97000001090

30 SOUTH SPRING STREET, PENSACOLA, FL 32501  
(904) 433-6581 FACSIMILE (904) 434-5856

9428 NAVARRE PARKWAY, SUITE E, NAVARRE, FL 32566  
(904) 939-0037 FACSIMILE (904) 936-0307

**ARTICLES OF INCORPORATION  
OF  
NORTHWEST FLORIDA LAND, L.C.**

FILED  
97 SEP 26 AM 12:00  
SECTION  
TALLAHASSEE

The undersigned, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

***ARTICLE I - NAME***

The name of the limited liability Company shall be NORTHWEST FLORIDA LAND, L.C. ("Company").

***ARTICLE II - ADDRESS***

The mailing address and street address of the principal office of the Company shall be P.O. Box 99, Gulf Breeze, Florida 32562 and 350 Pensacola Beach Blvd., Gulf Breeze, Florida 32561.

***ARTICLE III - DURATION***

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

***ARTICLE IV - REGISTERED OFFICE AND AGENT***

The name and street address of the registered agent of the Company in the State of Florida is Mark Lyons, III, 350 Pensacola Beach Blvd., Gulf Breeze, Florida 32561.

***ARTICLE V - CAPITAL CONTRIBUTIONS***

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

***ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS***

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

97 SEP 26  
FILED  
SECRET  
TALLAHASSEE

**ARTICLE VII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his, her or its interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII - TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

**ARTICLE IX - MANAGEMENT**

The Company shall be managed by a manager in accordance with the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager to serve until its successor is elected by the consent of all the members of the Company is A.M.I., Inc., P.O. Box 99, Gulf Breeze, Florida 32562.

**IN WITNESS WHEREOF**, the undersigned organizers have made and subscribed these Articles of Organization at Pensacola, Florida, on this 23 day of September, 1997.

A.M.I., Inc., a Florida corporation

By: Mark Lyons, III  
Mark Lyons, III, President

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 23 day of September, 1997, by Mark Lyons, III, as President of A.M.I., Inc., a Florida corporation, on behalf of said corporation, who is personally known to me and who did not take an oath.

[Signature]  
OFFICIAL NOTARY SEAL  
GERALD L. BROWN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC342372  
MY COMMISSION EXP. FEB. 15, 1998

**EXHIBIT "A"**

A.M.I., INC., a Florida corporation  
P.O. Box 99  
Gulf Breeze, Florida 32562

1%/\$10.00

Joanne F. Rohman  
6220 Lake Charlene Drive  
Pensacola, Florida 32506

1%/\$10.00

Fanning Realty, Inc.  
P.O. Box 3280  
Pensacola, Florida 32516

49%/\$490.00

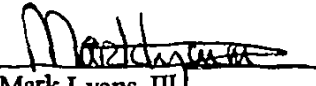
Mark Lyons, III  
P.O. Box 99  
Gulf Breeze, Florida 32562

49%/\$490.00

FILED  
97 SEP 26 AM 12:00  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of Northwest Florida Land, L.C., as the registered agent of this limited liability Company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent 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 or her duties, and is familiar with and accept the obligations of the position of registered agent.

  
Mark Lyons, III

FILED  
91 SEP 26 AM 10:00  
SECRET  
TALL

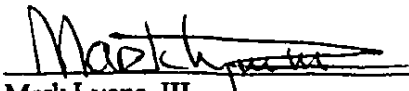
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Northwest Florida Land, L.C., deposes and says:

1. The above named limited liability Company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
3. If any, the agreed value of the property other than cash contributed by member(s) is None.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.

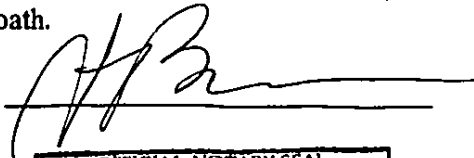
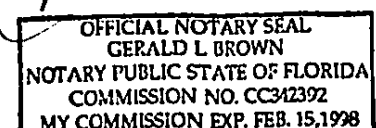
THE AFFIANT SAYS NOTHING FURTHER

Dated: September 23, 1997

  
Mark Lyons, III

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 23 day of September, 1997, by Mark Lyons, III, who is personally known to me or and who did take an oath.

  
  
OFFICIAL NOTARY SEAL  
GERALD L. BROWN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC342392  
MY COMMISSION EXP. FEB. 15, 1998