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Law Office of Brian D. Hess

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Panama City Beach, Florida 32417

Brian D. Hess
Steven L. Applebaum

Phone (850) 235-3004
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April 23, 1998

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

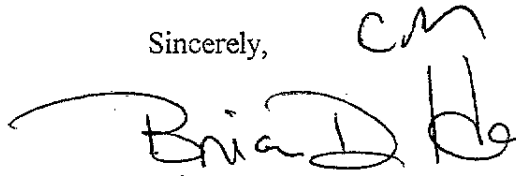
Re: Emerald Coast Trading, L.C.

700002501637--2
-04/27/98-01108-001
****285.00 ****285.00

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Organization for Emerald Coast Trading, L.C., as well as a check in the sum of \$285.00 for the filing fees, etc. After filing, please return the certificate to me. If anything further is needed to file the limited liability company, please advise.

Sincerely,


Brian D. Hess

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BDH/pdm

Enclosures as stated:

Articles of Organization
for
Emerald Coast Trading, L.C.
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Act, do hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be **Emerald Coast Trading, L.C.**
2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. The street and mailing address is 2816 11th Street, Panama City, Florida 32401.
4. **Registered Agent and Office.** The name and street address of the initial registered agent and office of this company is as follows:

Brian D. Hess
9108 Front Beach Road
Panama City Beach, Florida 32407
5. **Admission of Additional Members; and Terms and Conditions of such Admissions:** Additional members may be admitted upon the approval of a majority of the members of the company, upon the written application of such new member, in the manner set forth in the Bylaws of this company.
6. **Right to Continue Business.** The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.
7. **Management of Company.** Management of the company is reserved to the members. The names and addresses of the managerial members are:

Robert Nolan
2393 Georgian Terrace
Snellville, Georgia 30278

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Dwayne Gooch
2393 Georgian Terrace
Snellville, Georgia 30278

Leopold Legér
Post Office Box 4678
Panama City, Florida 32401

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TALLAHASSEE, FLORIDA

8. ***Amendment of Articles of Organization.*** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the company. In the event a new member is added by such amendment, it shall be also signed by the member to be added.

9. ***Regulation of Company.*** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the members unless vested in the managers of the company by any amendments of the Articles of Organization. Regulations adopted by the members or by the managers may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the managers.

10. ***Informal Action of Members.*** Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the managers of the company as part of its records.)

11. ***Contracting Debt.*** Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the managers or if managed by the members, by the written consent of all members of this company, unless otherwise provided herein.

12. ***Transferability of Member's Interest.*** An interest of a member of this company may be transferred or assigned to such extent and in the manner provided in the operating agreement. However, if all of the remaining members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member otherwise would be entitled.

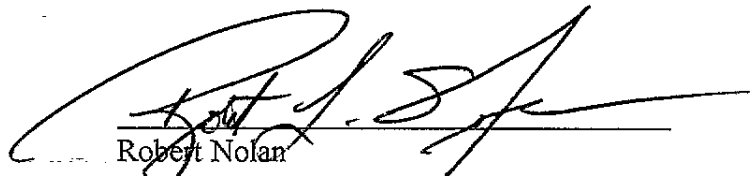
13. ***Withdrawal or Reduction of Member's Contributions to Capital.*** A member shall not receive out of the company property any part of his or its contribution to capital until:

- (a) all liability of the company, except liabilities to members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them;

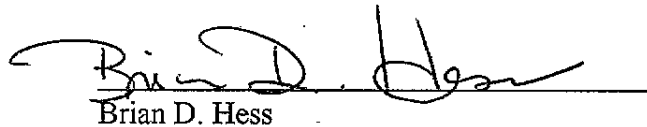
- (b) the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded;
- (c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

In Witness Whereof, the undersigned Incorporator has hereunto set his hand and seal this 23 day of April, 1998.


Robert Nolan

Having been named as registered agent and to accept service of process for the above-stated limited liability company, 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 position as registered agent.


Brian D. Hess

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Affidavit
[F.S. §608.407(2)]

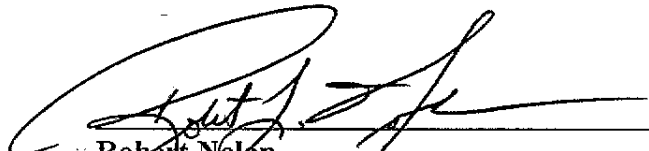
State of Florida
County of Bay

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

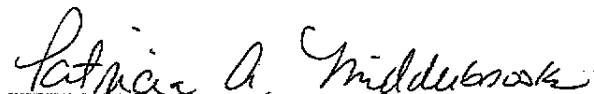
Before the undersigned authority personally appeared **Robert Nolan** who on oath says:

1. That he is a member of **Emerald Coast Trading, L.C.**
2. That **Emerald Coast Trading, L.C.** has at least two members.
3. The amount of cash contributed by the members is Sixty Thousand Dollars (\$60,000.00). The value of personal property contributed is Thirty Thousand Dollars (\$30,000.00)
4. The total amount of cash and personal property anticipated to be contributed by the members is Ninety Thousand Dollars (\$90,000.00).

Further Affiant sayeth not.


Robert Nolan

Sworn to and subscribed before me this 23 day of April, 1998, by **Robert Nolan** who is [] personally known to me or [X] produced GA Drivers License as identification.


Notary Public
My Commission Expires:



Patricia A. Middlebrooks
MY COMMISSION # CC663769 EXPIRES
August 30, 2001
DONORS TRUST TROY FAIR INSURANCE, INC.