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HALL & RUNNELS, P.A.
Attorneys at Law
36468 Emerald Coast Parkway
Suite 2201, Point South Centre
Destin, Florida 32541

Steven K. Hall
Sherry Grant Hall
Davage J. Runnels, III

850/837-9166
Fax 850/837-9027

June 28, 1998

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

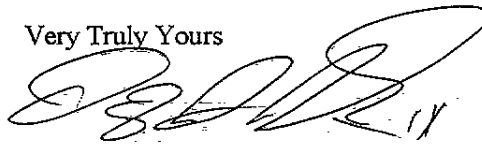
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****337.50 ****337.50

Re: Wine Golf, L.C.

To Whom It May Concern:

Enclosed please find the original Articles of Organization for the above-referenced limited liability company, a copy to be certified and a check in the amount of \$337.50 for Filing Fees, cost of Certified Copy and Registered Agent Designation. Please file with the appropriate department for the above referenced limited liability company and forward the certified copy back to the above address in the enclosed self addressed stamped envelope. If you are in need of further information feel free to contact me at the above address. Thank you for your assistance.

Very Truly Yours



Davage J. Runnels, III

Enclosures: (3)

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DIVISION OF CORPORATIONS
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Name	Matt
Availability	Matt
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Acknowledgement	Matt
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L98-1131



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
7/16/98

July 10, 1998

DAVAGE J. RUNNELS, III
HALL & RUNNELS, P.A.
36468 EMERALD COAST PARKWAY, STE 2201
DESTIN, FL 32541

SUBJECT: WINE GOLF, L.C.
Ref. Number: W98000015734

We have received your document for WINE GOLF, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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 (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 998A00037050

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ARTICLES OF ORGANIZATION

OF

WINE GOLF, L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME:

The name of this limited liability company is Wine Golf, L.C. (the "Company").

ARTICLE II - PERIOD OF DURATION:

The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE:

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY:

The mailing address and street address of the initial principal office in Florida for the Company is 100 Seascape Drive, Destin, Florida 32541.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE:

The initial registered agent of the Company shall be Davage J. Runnels, III. The Street address of the initial registered agent is 36468 Emerald Coast Parkway, Suite 2201, Destin, Florida 32541.

ARTICLE VI - INITIAL CAPITAL CONTRIBUTIONS:

The total amount of cash and a description of the agreed value of property other than cash initially contributed to the Company is \$200 in cash and no other property is being contributed to the Company at this time.

ARTICLE VII - ADDITIONAL CONTRIBUTIONS:

The total additional contributions, if any, agreed to be made by all Members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the Members of the Company.

ARTICLE VIII - ADDITIONAL MEMBERS:

Additional members to the Company may be admitted, but only pursuant to the Company's Regulations.

ARTICLE IX - CONTINUITY OF BUSINESS:

If a member of the company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Regulations.

ARTICLE X - MANAGEMENT:

The Company is to be managed by an operating manager or managers. The name and address of the initial operating managers who are to serve as the operating managers until the first Annual Meeting of Members or until each party's successor is duly elected and qualified are:

Michael D. Wine
100 Seascape Drive
Destin, Florida 32541

Randall McCracken
84 Dalton Drive
Seagrove Beach, Florida 32459

ARTICLE XI - INDIVIDUALS FORMING COMPANY

The names and addresses of the Members forming this Company are Michael D. Wine, 100 Seascape Drive, Destin, Florida 32541 and Randall McCracken, 84 Dalton Drive, Seagrove Beach, Florida 32459.

ARTICLE XII - DATE OF EXISTENCE OF THE COMPANY

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles on the 19th day of June, 1998 as the authorized representative for the Members of the Company identified above.

By:

Michael D Wine
Michael D Wine
Randall McCracken
Randall McCracken

STATE OF FLORIDA

COUNTY OF OKALOOSA

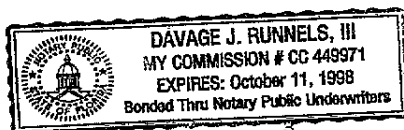
On this 19th day of June, 1998, before me personally appeared Michael D. Wine and Randall McCracken the Members of the Company, a Florida Limited Liability Company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

D. J. Runnels, III

Notary Public

My Commission Expires:



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

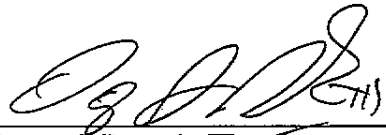
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
REFERENCED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the limited liability company is: Wine Golf, L.C.
2. The name and address of the registered agent and office is:

Davage J. Runnels, III
36468 Emerald Coast Parkway, Suite 2201
Destin, Florida 32541

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

DATED July 17, 1998 by:



Davage J. Runnels, III

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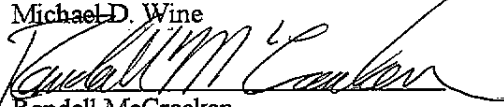
AFFIDAVIT OF MEMBERSHIP AND
CONTRIBUTIONS OF WINE GOLF, L.C.

(the "Company")

The undersigned, being the authorized representative of the Members of the Company, deposes and says:

- 1) The Company has at least two Members;
- 2) The total amount of cash contributed by the Members to the Company is \$200.00;
- 3) If any, the agreed value of property other than cash contributed by Members to the Company is \$0; and a description of the property is attached hereto and made a part hereto.
- 4) The total amount of other cash or property anticipated to be contributed by the Members to the Company is \$0.
- 5) The Company may establish a budget to be funded by dues from members as set forth in the Company's Regulations.

Executed this 19th day of June, 1998.

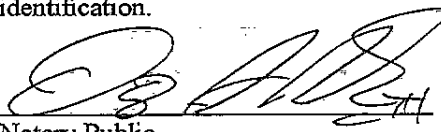

Michael D. Wine

Randall McCracken

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(In accordance with section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED BEFORE me this 19th day of June, 1998 by Michael D. Wine and Randall McCracken, who are personally known to me or who produced _____ as identification.


Notary Public
My commission expires:

