

U98000002744

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Survventures of Walton
County II, L.L.C.

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LTD Partnership File _____
Foreign Corp. File _____
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Trade/Service Mark U980002690269-3
Merger File -11/18/98-01033-002
****285.00 ****285.00
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RA Resignation _____
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**ARTICLES OF ORGANIZATION
OF
SUNVENTURES OF WALTON COUNTY II, L.L.C.**

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The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

**ARTICLE I
NAME**

The name of this limited liability company shall be SUNVENTURES OF WALTON COUNTY II, L.L.C.

**ARTICLE II
DURATION**

This limited liability company shall exist no longer than thirty (30) years from the date of filing with the Department of State.

**ARTICLE III
PURPOSE AND POWERS**

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company is at Shipyard Road, Freeport, FL 32439. The mailing address of the limited liability company is P.O. Box 49, Freeport, FL 32439.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579 and the name of the initial registered agent at that address is DANIEL C. PERRI.

ARTICLE VI
CAPITAL

The capital of the limited liability company that will be contributed shall be the sum of One Thousand Dollars (\$1,000.00).

ARTICLE VII
MANAGEMENT

The name and address of the sole manager of the limited liability company is as follows:

James M. Murray
P.O. Box 49
Freeport, FL 32439

Management shall be by all persons or authorized representatives thereof above named, with majority vote controlling.

ARTICLE VIII
INITIAL MEMBER

The name and address of the member of this limited liability company is as follows:

James M. Murray
P.O. Box 49
Freeport, FL 32439

ARTICLE IX
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

ARTICLE X
DISSOLUTION

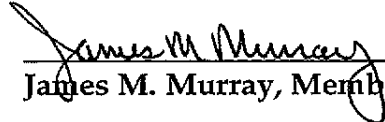
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

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ARTICLE XI
TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

IN WITNESS WHEREOF, the undersigned, being a member hereinbefore named, has hereunto set his hand and seal on this the 16th day of November, 1998, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.

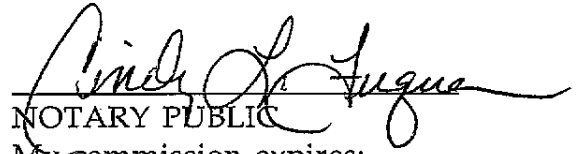
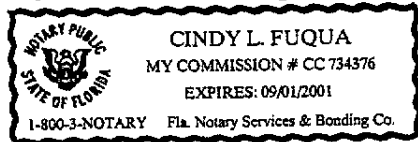

James M. Murray, Member

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STATE OF FLORIDA
COUNTY OF OKALOOSA

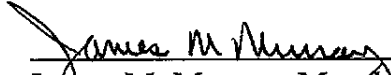
The foregoing instrument was executed and acknowledged before me this 16th day of November, 1998, by **James M. Murray** who personally appeared and who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 16th day of November, 1998.


NOTARY PUBLIC
My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, Florida Statutes, the following is submitted:
SUNVENTURES OF WALTON COUNTY II, L.L.C. , desiring to organize under the laws of the State of Florida with its principal place of business at Shipyard Road, Freeport, FL 32439, has named **Daniel C. Perri** as its agent to accept service of process within the State of Florida and whose address is 5 Clifford Drive, Shalimar, Florida 32579.



James M. Murray, Member

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.



Daniel C. Perri
Registered Agent

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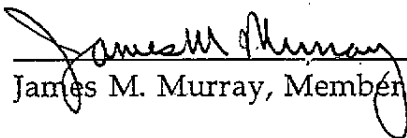
AFFIDAVIT

STATE OF FLORIDA
COUNTY OF OKALOOSA

I, the undersigned member of SUNVENTURES OF WALTON COUNTY II, L.L.C., after being duly sworn, do depose and state the following:

1. There is at least one (1) member of SUNVENTURES OF WALTON COUNTY II, L.L.C..
2. The capital contribution to SUNVENTURES OF WALTON COUNTY II, L.L.C. is One Thousand Dollars (\$1,000.00).

The total contribution to SUNVENTURES OF WALTON COUNTY II, L.L.C. is One Thousand Dollars (\$1,000.00).
3. There is no contribution of property other than that listed in paragraph 2 above.
4. Future capital: None at this time.


James M. Murray, Member and Manager

Sworn to and ascribed before me on...
November 16, 1998.


NOTARY PUBLIC

My commission expires:



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