

L98000003406



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 079674 1299A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 28, 1998

ORDER TIME : 10:57 AM

ORDER NO. : 079674-005

CUSTOMER NO: 1299A

CUSTOMER: Ms. Vicki Barnes
CLARK PARTINGTON HART LARRY
CLARK PARTINGTON HART LARRY
Suite 800
125 West Romana Street
Pensacola, FL 32501

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-12/28/98--01063--012
*****1.00 *****1.00

DOMESTIC FILING

NAME: SANTA ROSA DJJ FACILITY,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: _____

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Checker	MAH
Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION OF
SANTA ROSA DJJ FACILITY, L.L.C.**

Steven P. DelGallo, a natural person competent to contract, presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of this limited liability company is:

SANTA ROSA DJJ FACILITY, L.L.C.

This limited liability company is referred to in these articles as "the Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal office of the Company is 1201 North Tarragona, Pensacola Florida 32501.

ARTICLE III - PURPOSES AND POWERS

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

The Company shall have a perpetual existence unless the Company is terminated as provided in its regulations. Provided, however, the remaining members may continue the existence of the Company as provided in Article VIII below and as further provided in the regulations of the Company.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Company

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shall be 1201 North Tarragona, Pensacola, Florida 32501, and the name of the initial registered agent of the Company at that address is Steven P. DelGallo.

ARTICLE VI - MANAGEMENT

The Company will be managed by its members. The names and addresses of the individuals who shall serve as the managing members are as follows:

John P. Susko
866 Santa Rosa Boulevard
Fort Walton Beach, Florida 32548

W. Todd Schweizer
866 Santa Rosa Boulevard
Fort Walton Beach, Florida 32548

Steven P. DelGallo
1201 North Tarragona Street
Pensacola, Florida 32501

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The members of the Company are John P. Susko, W. Todd Schweizer, and Steven P. DelGallo. New members shall be admitted to the Company only upon the unanimous agreement of the members or upon the failure of a member to exercise the right of first refusal described in the regulations of the Company.

ARTICLE VIII - MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the bankruptcy, dissolution, death or withdrawal from the Company of a member, the remaining member or members of the liability company shall have the right to continue the business of the Company.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

The date for commencement of the Company's existence shall be

the date these Articles of Organization are filed with the offices of the Secretary of State of Florida.

ARTICLE X - AMENDMENT

The Company reserves the right to amend these Articles of Organization or any amendment thereto from time to time in accordance with the Florida Limited Liability Company Act but only if the members of the Company unanimously agree to such amendment.

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

SANTA ROSA DJJ FACILITY, L.L.C.:



STEVEN P. DELGALLO
Member

Date: December 23, 1998

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of SANTA ROSA DJJ FACILITY, L.L.C. Further, I am familiar with and accept the duties and obligations of such designation.



STEVEN P. DELGALLO

STATE OF FLORIDA)
 :
COUNTY OF ESCAMBIA)

AFFIDAVIT

BEFORE ME, the undersigned, personally appeared STEVEN P. DELGALLO, a member of SANTA ROSA DJJ FACILITY, L.L.C., a Florida limited liability company, hereinafter "Company", who upon being duly sworn, certified as follows:

1. The Company has at least one member.
2. The total amount of cash contributed to the Company as of its formation is ONE HUNDRED AND NO/100 (\$100.00) DOLLARS, with TWENTY FOUR AND NO/100 (\$24.00) DOLLARS being contributed by W. Todd Schweizer, FIFTY TWO AND NO/100 (\$52.00) DOLLARS being contributed by JOHN P. SUSKO, and TWENTY FOUR AND NO/100 (\$24.00) DOLLARS being contributed by STEVEN P. DELGALLO.
3. No property other than cash has been contributed by the members as of formation.
4. The total amount of cash and property anticipated to be contributed to the Company by its members is ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS cash which includes the amount specified in paragraph 2 of this affidavit.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

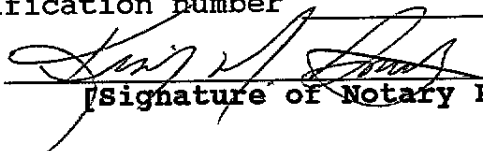
**AFFIANT:
MEMBER:**

Date: December 23, 1998



STEVEN P. DELGALLO

SWORN TO AND SUBSCRIBED before me this 23rd day of December, 1998, by STEVEN P. DELGALLO, who (✓) is personally known to me, or () has produced N/A as identification, bearing identification number _____.


[Signature of Notary Public]

[Print Name, or Stamp Name of Notary Public]
COMMISSION # CC 741189
MY COMMISSION EXPIRES
MAY 10, 2002
Commission Number

[NOTARIAL SEAL]