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LIMITED LIABILITY COMPANY

Azure of Grayton Beach, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 1999

KRAMOR A. LITVAK
P.O. DRAWER 1271
PENSACOLA, FL 32596

SUBJECT: AZURE OF GRAYTON BEACH, L.L.C.
REF: W99000001766

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the names and street addresses of the members or managers of the limited liability company.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000001909
Letter Number: 999A00003236

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
AZURE OF GRAYTON BEACH, L.L.C.**

The undersigned, acting as organizer of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this limited liability company is AZURE OF GRAYTON BEACH, L.L.C., and its principal office and mailing address is located at 51 Uptown Grayton Circle, Suite 3, Santa Rosa Beach, Florida 32459.

ARTICLE II

DURATION

The existence of this limited liability company shall be perpetual, commencing upon the filing of these Articles of Organization with the Florida Secretary of State.

ARTICLE III

PURPOSE

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL CONTRIBUTIONS AND STOCK

The total amount of cash contributed to this limited liability company by its members upon the filing of these Articles of Organization is Eighty Thousand and No/100 Dollars (\$80,000). There are no additional contributions which have been agreed upon by the members at the time of the filing

Kramer A. Litvak
Post Office Drawer 1271
Pensacola, FL 32596
Bar #: 0965881

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of these Articles of Organization. The members are free to agree upon additional contributions to this limited liability company at any point in the future.

ARTICLE V

MEMBERSHIP

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

ARTICLE VI

DISSOLUTION

This limited liability company will dissolve upon the death, retirement, resignation, expulsion or dissolution of any member, unless all of the remaining members of this organization consent to a continuation of its business.

ARTICLE VII

MANAGEMENT

This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial manager, who shall serve until the earlier of her death, resignation, replacement or until the first annual meeting of members and her successor is elected and shall qualify, shall be

ELIZABETH ANN WALLACE
51 Uptown Grayton Circle, Suite 3
Santa Rosa Beach, Florida 32459

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TEL:601-973-6251

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ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this limited liability company's initial registered office is 51 Uptown Grayton Circle, Suite 3, Santa Rosa Beach, FL 32459, and the name of this limited liability company's initial registered agent is ELIZABETH ANN WALLACE.

ARTICLE IX

ORGANIZER

The name and address of the organizer is DANIEL PRESTON SCARBOROUGH, 135 Travis May Road, Mendenhall, Mississippi 39114.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization for this limited liability company this 15th day of January, 1999.


DANIEL PRESTON SCARBOROUGH, Organizer

STATE OF Mississippi
COUNTY OF Hinds

The foregoing instrument was acknowledged before me this 15th day of January, 1999, by Daniel Preston Scarborough, who personally appeared before me and who is personally known to me or who has produced _____ as identification.

LEILA E. Cosby (Leila E. Cosby)

Printed Name:

NOTARY PUBLIC, State of MISS.

Commission No.: 7652

My Commission Expires: 20 Jan 2001

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICER/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: AZURE OF GRAYTON BEACH, L.L.C.
2. The name and address of the registered agent and office is:

ELIZABETH ANN WALLACE
51 Uptown Grayton Circle, Suite 3
Santa Rosa Beach, Florida 32459

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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.


(Signature)

1-20-99
(Date)

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FROM :

JAN-27-99 WED 09:26 AM
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TEL:601-973-6251


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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of AZURE OF GRAYTON BEACH, L.L.C., deposes and states as follows:

1. The above-named limited liability company has one member.
2. The total amount of cash contributed by the member(s) is \$80,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$ -0-
4. The amount of cash or property anticipated to be contributed by member(s) is \$ -0-
5. The total amount of Nos. 2, 3, and 4 is \$ 80,000.00


DANIEL PRESTON SCARBOROUGH
Signature of member or authorized
representative of member

(In accordance with Section 602.40(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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