



THE UNITED STATES
CORPORATION
COMPANY

L99000000593

ACCOUNT NO. : 072100000032

REFERENCE : 120480 81040A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 2, 1999

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ORDER NO. : 120480-005

CUSTOMER NO: 81040A

CUSTOMER: Ms. Pamela J. Henry
SHELL FLEMING DAVIS & MENGE
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Ninth Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

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DOMESTIC FILING

NAME: PERDIDO KEY LOTS 124 & 125,
LLC

EFFECTIVE DATE:

800002762508--8

-02/02/99--01086--004

***337.50 ***337.50

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS

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February 1, 1999

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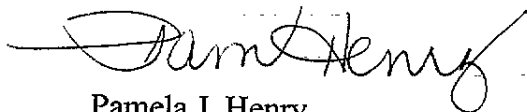
RE: **Perdido Key Lots 124 & 125, L.L.C.**

Dear Ladies and Gentlemen:

Enclosed please find original and one copy of the Articles of Organization for the above limited liability company. I would appreciate your filing the original Articles and returning a certified copy to CSC Networks. Our check in the amount of \$337.50 for the required filing fee is enclosed.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Pamela J. Henry
Secretary to Stephen B. Shell

:pjh
Enclosures
B1400-25371

**ARTICLES OF ORGANIZATION
FOR
PERDIDO KEY LOTS 124 & 125, L.L.C.
(a Florida Limited Liability Company)**

The undersigned person, a member of Perdido Key Lots 124 & 125, L.L.C., a Florida Limited Liability Company, and acting as the organizer of the Limited Liability Company, hereby adopts the following Articles of Organization for the Limited Liability Company pursuant to Chapter 608, Florida Statutes.

ARTICLE I - Name

The name of the Limited Liability Company is:

Perdido Key Lots 124 & 125, L.L.C.

ARTICLE II - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE III - Address

The mailing address and the street address of the principal office of the Limited Liability Company is as follows:

% Victor C. Franck
82 DriftOak Circle
The Woodlands, TX 77381

ARTICLE IV - Management

The Limited Liability Company is to be managed by managers. The number of managers shall from time to time be fixed by the Regulations of the Limited Liability Company. The number of managers constituting the initial managers is three (3). Managers need not be

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residents of the State of Florida or members of the Limited Liability Company. The names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are duly elected and qualify, unless they shall sooner die, resign or be removed in accordance with the Regulations of the Limited Liability Company, are as follows:

James W. Green
1524 Templemore Drive
Cantonment, FL 32533

and

Stephen C. Trawick
1100 Airport Boulevard
Pensacola, FL 32504

and

Victor C. Franck
82 Driftoak Circle
The Woodlands, TX 77381

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ARTICLE V - Admission of Additional Members

The members shall have the right to admit additional members upon the written consent of members holding the required percentage of membership interests as provided in the Regulations and the satisfaction of all other terms and conditions of admission as provided in the Regulations.

ARTICLE VI - Members Rights to Continue Business

The remaining members of the Limited Liability Company shall have the right to continue the business upon the death, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company provided there are at least two remaining members and the business of the Company is continued by the consent of all remaining Members.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member of Perdido Key Lots 124 & 125, L.L.C. certifies: —

1. the above named Limited Liability Company has at least one member;
2. the actual amount of cash contributed by the members to date is zero;
3. the agreed value of property other than cash contributed by the members to date is zero; and
4. the total amount of cash and property anticipated to be contributed by the members is One Thousand and No/100 (\$1,000.00) Dollars.



Victor C. Franck, Member

(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.)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
PERDIDO KEY LOTS 124 & 125, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

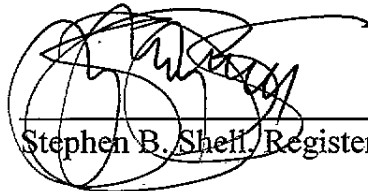
Perdido Key Lots 124 & 125, L.L.C.

2. The name and the Florida street address of the registered agent are:

Stephen B. Shell
Shell, Fleming, Davis & Menge
Seville Tower, 9th Floor
226 South Palafox Street
Pensacola, FL 32501

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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.



Stephen B. Shell, Registered Agent