

Division of Corporations

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Fax Number : (850)922-4003

From: Account Name : RICHARD P. PETERMANN
Account Number : I19990000049
Phone : (850)243-8194
Fax Number : (850)243-9692

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LIMITED LIABILITY COMPANY

805 Sterling Sands, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
805 STERLING SANDS, L.L.C.**

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**ARTICLE I
Name**

The name of the Limited Liability Company shall be **805 STERLING SANDS, L.L.C.** ("Company"). The principal place of business of the Company in Florida shall be: 1080 Highway 98 East, #805, Destin, Florida 32541. The mailing address of the Company is: C/O Lewis Investment Company, Inc., 2140 11th Avenue South, Suite 405, Birmingham, Alabama 35205.

**ARTICLE II
Duration**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III
Purposes and Powers**

The general purpose for which the Company as organized is to acquire, own, develop, manage, and sell real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV
Registered Office and Agent**

The name and street address of the registered agent of the Company in the State of Florida is Richard P. Petermann, 25 Walter Martin Road NE, Fort Walton Beach, Florida 32548.

This instrument was prepared by:
Richard P. Petermann
Florida Bar #362956
SMITH, GRIMSLEY, BAUMAN,
PINKERTON, PETERMANN & WELLS
P.O. Box 2379
Fort Walton Beach, Florida 32549

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**ARTICLE V
Capital Contribution**

The members of the Company shall contribute to the capital of the Company the case of property set forth as follows:

<u>Name</u>	<u>Capital Contribution</u>
James H. Lewis	\$165,000.00

**ARTICLE VI
Additional Capital Contributions**

Any member shall make contributions but only upon the unanimous consent of all the members.

**ARTICLE VII
Termination of Existence (Continuity of Life)**

The Company shall continue its existence notwithstanding the death, interdiction, retirement, withdrawal, expulsion, or bankruptcy of one or more members, even if such member holds an interest exceeding 50% of the membership units, unless otherwise unanimously agreed by the remaining members.

**ARTICLE VIII
Management (Management by Members)**

The Company shall be managed by James H. Lewis, c/o Lewis Investment Company, Inc., 2140 11th Avenue South, Suite 405, Birmingham, Alabama 35205 in accordance with the regulations of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE IX
Affidavit of Membership and Contribution**

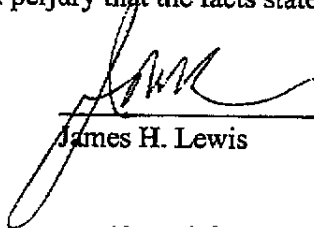
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STATE OF FLORIDA
COUNTY OF OKALOOSA

The undersigned, being duly sworn, deposes and certifies as follows:

1. The above named Limited Liability Company has at least one member;
2. The total amount of cash contributed by the members is \$ 1500.00 ;
3. The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 165,000.00 .

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.



 James H. Lewis

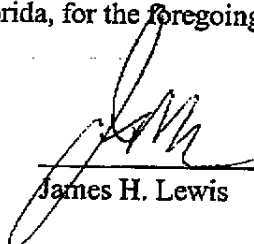
Sworn to and subscribed before me on the 1st day of July, 1999.



 Notary Public

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Okaloosa County, Florida, for the foregoing uses and purposes this the 1st day of July, 1999.





 James H. Lewis

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



 Richard P. Petermann