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LIMITED LIABILITY COMPANY

SAND GNATS OF FLORIDA, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
SAND GNATS OF FLORIDA, L.L.C.**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for Sand Gnats of Florida, L.L.C. (the "Company"):

1. Name and Principal Place of Business. The name of the Company is Sand Gnats of Florida, L.L.C., and its mailing address and principal office shall be located at 777 Gloucester Street, Suite 401, Brunswick, Georgia 31520.

2. Commencement and Duration of Existence. The Company shall exist perpetually from the date of its commencement, which shall be the date of filing of these Articles with the Florida Secretary of State. The Company's existence shall terminate in the manner provided by law or as provided in the regulations adopted by the member(s) of the Company.

3. Purposes and Powers. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company is:

F & L Corp.
200 Laura Street
Jacksonville, Florida 32202-3520.

5. Admission of Additional Members. Additional members may be admitted as members of the Company upon unanimous agreement of the then existing member(s) of the Company.

6. Continuation of Business. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company the remaining member(s) shall have the right to elect, within 90 days after the occurrence of such event, to continue the business of the Company. The unanimous consent of the remaining members shall be required to continue the business of the Company.

Fax Audit No. H99000018482

7. Management. The Company is to be managed by its members. The name and address of the managing members are:

Joel Vincent Mills
2660 Frederica Road
St. Simons Island, Georgia 31522

John Parham Smigiel
777 Gloucester Street
Suite 401
Brunswick, Georgia 31520

Any person dealing with the Company may conclusively rely on a certificate signed by the Managing Member as to the Members' identity and authority to act on behalf of the Company and without further inquiry may rely upon the authority of the Managing Member to perform any act or execute and deliver any instrument for the Company.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned authorized representative of a member of the Company, has executed these Articles of Organization this 27 day of July, 1999.



Name: Charles E. Commander III
Title: Authorized Representative

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR SAND GNATS OF FLORIDA, L.L.C.**

The undersigned, managing member of Sand Gnats of Florida, L.L.C., a Florida limited liability company (the "Company"), deposes and says as follows:

1. The Company has at least one member.
2. The total amount of cash contributed by the member(s) is \$122,000.
3. The agreed value of property other than cash contributed by the member(s) is \$0.
4. The amount of cash or property anticipated to be contributed by member(s) is \$122,000, which amount includes the amounts stated in paragraphs 2 and 3 above.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed this Affidavit of Membership and Contributions as of July 27, 1999.


Name: Charles E. Commander III
Title: Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, a corporation authorized to transact business in the State of Florida, having been named in Section 4 of Articles of Organization of Sand Gnats of Florida, L.L.C. (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.

EXECUTED this 27th day of July, 1999.

F & L CORP.

By: Charles V. Hedrick
Name: Charles V. Hedrick
Title: Authorized Signatory

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