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LAW OFFICES OF
BAKER AND SWEARINGEN

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.
*BOARD CERTIFIED CIVIL TRIAL
*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

GLEND A. F. SWEARINGEN-COOK, P.A.
*CERTIFIED FAMILY LAW MEDIATOR

TELEPHONE
904-526-3633
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August 6, 1999

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

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****285.00 ****285.00

RE: Beach Property Assets, Inc.

Dear Sir/Madam:

Enclosed is my check in the amount of \$285.00, and the original and one copy of the Articles of Organization for Beach Property Assets, Inc. Please be so kind as to file these Articles and return a copy to my office at your earliest convenience.

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker/sdb

FRANK A. BAKER, Esq.

FAB:sdb/secstate.ltr

Enclosures

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**ARTICLES OF ORGANIZATION
OF
BEACH PROPERTY ASSETS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be BEACH PROPERTY ASSETS, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 4122 Lafayette Street, Marianna, FL, 32446.

ARTICLE III -- DURATION

The duration or term of the company shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Frank A. Baker, 4431 Lafayette Street, Marianna, FL, 32446.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as follows: Charles W. Fuller \$187.50; John W. Fuller \$187.50; Frank A. Baker \$125.00.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or otherwise in accordance with the Members' Agreement or the Regulations governing the company.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Beach Property Assets, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Frank A. Baker
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Beach Property Assets, L.L.C., deposes and says:

1. The above named limited liability company has at least three members, consisting of Charles W. Fuller, John W. Fuller, and Frank A. Baker.
2. The total amount of cash contributed by the members is \$500.00.
3. If any, the agreed value of property other than cash contributed by the members is -0-.
4. The total amount of cash or property anticipated to be contributed by the members is \$500.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated this August 6, 1999.



Frank A. Baker, Member

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