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MAYO C. JOHNSTON
(1912-1983)
WILLIAM E. HARRIS
(1923-1988)

October 1, 1999

Corporate Records Bureau
Division Of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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****293.75 ****130.00

RE: BAY DEVELOPMENT CORPORATION, L.L.C.

Dear Sir or Madam:

W99-23312
F99-6770

Please find enclosed herewith the original and a copy of proposed Articles of Organization for the new corporation to be known as BAY DEVELOPMENT CORPORATION, L.L.C., together with a check in favor of the Secretary of State in the amount of \$293.75 for the following fees:

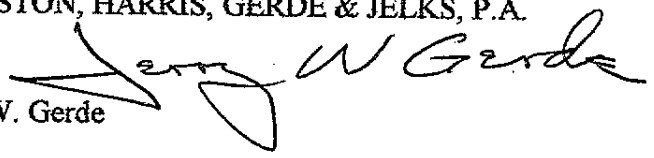
Filing Fee:	\$250.00
Certificate of status	8.75
Designation of Resident Agent	35.00
	<u>\$ 293.75</u>

Please note that Article V III in the Articles of Organization designates the place of business of the Corporation; and the name and address of the Registered Agent.

Your assistance in filing same would be most appreciated; please forward a certified copy of the Articles of Organization to me in the provided, self-addressed, stamped envelop enclosed. Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE & JELKS, P.A.


Jerry W. Gerde

cc: Bay Development Corporation, L.L.C.

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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 8, 1999

JERRY W. GERDE
JOHNSTON, HARRIS, GERDE & JELKS, P.A.
239 EAST FOURTH STREET
PANAMA CITY, FL 32401

SUBJECT: BAY DEVELOPMENT CORPORATION, L.L.C.
Ref. Number: W99000023312

We have received your document for BAY DEVELOPMENT CORPORATION, L.L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "CORPORATION." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

Because we no longer file affidavits of contributions with LLC filings, we are returning your application as well as a copy of our new, one-page application. Please either use our form or delete Article VII from your original application.

Because the fees have also changed, please sign, date and return the enclosed refund application.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 499A00048938

JOHNSTON, HARRIS, GERDE & JELKS, P.A.

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MAYO C. JOHNSTON

(1912-1963)

WILLIAM E. HARRIS

(1923-1988)

October 14, 1999

Corporate Records Bureau
Lee Rivers, Document Specialist
Division Of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Federal Express: 808632911371

RE: BAY DEVELOPMENT COMPANY, L.L.C.

Dear Ms. Rivers:

Responding to your letter of 10/8/99 (copy enclosed), we have made the revisions for BAY DEVELOPMENT COMPANY, L.L.C..

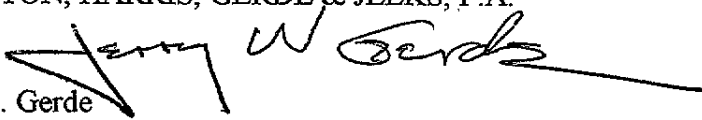
Enclosed (in addition to the copy of your letter) are the original and a copy of the Articles of Organization, along with the Application for Refund.

Your assistance in filing same would be most appreciated; please forward a certified copy of the Articles of Organization to me, after filing. Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE & JELKS, P.A.

Jerry W. Gerde



JWG/nfh

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ARTICLES OF ORGANIZATION OF BAY DEVELOPMENT COMPANY, L.L.C.
LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: BAY DEVELOPMENT COMPANY, L.L.C.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company are: Mailing Address: P.O. Box 27879, Panama City, FL 32411-7879;
Street Address: 520 Commerce Dr., Panama City, FL 32408.

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual, unless a different period of duration is provided in the Company's duly adopted Regulations.

ARTICLE IV — Management:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing members are:

B. Jefferson Russell and wife, Melissa Guest Russell
P.O. Box 27879
Panama City, FL 32411-7879.

Nancy Russell Amis and husband, R. William Amis
P.O. Box 27879
Panama City, FL 32411-7879.

Russell Clegg
3850 Holcombe Bridge Rd., Ste 255
Norcross, GA 30092

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ARTICLE V — Admission of Additional Members:

The members shall have the right to admit additional members and the terms and conditions of the admissions shall be as provided in the Regulations; new members may be admitted by agreement of all existing members upon payment of contribution agreed upon by the members at the time of admission.

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, 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 limited liability company.

ARTICLE VII—Address of Registered Office, Registered Agent and Principal Office:

The mailing address and the address of the initial registered office and principal office of the Company in the State of Florida is 520 Commerce Dr., Panama City, FL 32408. The name of the initial registered agent of the Company at the above address shall be Nancy Russell Amis. The Company may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes section 48.091 and 608.415, the following is submitted:
Bay Development Company, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, has designated 520 Commerce Dr., Panama City, FL 32408 as its initial Registered Office and has named Nancy Russell Amis located at said address, as its initial Registered Agent.

By: 
Nancy Russell Amis, Managing Member

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


Nancy Russell Amis

ARTICLE VIII Transactions in Which Members Are Interested:

(a) No contract or other transaction between the Company and one or more of its Members, or between the Company and any other Company, firm, or entity in which one or more of the Company's members are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such members are present at or participate in the meeting of the members or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, it:

(1) The fact of such relationship or interest is disclosed or known to the members or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested members, or

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(2) The fact of such relationship or interest is disclose or known to the members entitled to vote hereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Company at the time it is authorized.

(b) Interested members may be counted in determining the presence of a quorum at a meeting of the members or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE IX -Indemnification of Members and Managers:

The Company hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any member or manager made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Company to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a member or manager of the Company or a members, manager, director, officer, employee or agent of any other company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, to the fullest extent permitted by Florida law and in accordance with the procedures specified by Florida law for determining the legality, applicability or appropriateness of such indemnification.

ARTICLE X —Amendment:

These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 21st day of September, 1999.


Nancy Russell Amis

Signature of an authorized representative of a member executing the Articles of Organization.

(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.)


Nancy Russell Amis

Typed or printed name of signer

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