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OFFICE USE ONLY (Document #)			
LAZARUS CORPORATE FILING SI (Requestor's Name) 3320 S.W. 87th AVENUE (Address)	ERVICE, INC.		
MTAMI, FLORIDA (305)552-	 .		
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CR2E031(9/92)



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 24, 2000

LAZARUS CORPORATE FILING SERVICE, INC.

SUBJECT: BPC INVESTMENTS, L.L.C.

Ref. Number: W00000005126

We have received your document for BPC INVESTMENTS, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6025.

Trevor Brumbley Document Specialist

Letter Number: 900A00010079

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is BPC INVESTMENTS, L.L.C

ARTICLE II - Place Of Business

The mailing address of the Limited Liability Company is:

P.O. BOX 162212 MIAMI, FLORIDA 33116-2212

The principal office address of the Limited Liability Company is:

11734 S.W. 134th COURT MIAMI, FLORIDA 33186-4420

This Limited Liability Company may, at its discretion, at any time, change the address of its principal place of business.

ARTICLE III - Duration

The duration of this Limited Liability Company shall be perpetual from date of filing these Articles with the Department of State, unless sooner terminated as provided in the Regulations and the Operating Agreement adopted by the members.

ARTICLE IV - Purpose

The purpose of organizing this Limited Liability Company is to transact any lawful business for which a Limited Liability Company may conduct under Florida Law.

ARTICLE V - Registered Agent

The name and address of the initial registered agent of the Limited Liability Company is Bernardo H. Gonzalez and the address is 11734 S.W. 134th COURT, MIAMI, FLORIDA 331865 4420

ARTICLE VI - Management

The management of this Limited Liability Company shall be vested in the managers who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified as provided in the Regulations and governed by an Operating Agreement vested by the members of the Limited Liability Company. The name and addresses of the managers are as follows:

00 FEB 25 PM12:

NAME

B & G Investments, L.L.C.

ADDRESS

11734 S.W. 134th Court Miami, Florida 33186-4420

P & C Investments, L.L.C.

11734 S.W. 134th Court Miami, Florida 33186-4420

C & A Investments, L.L.C.

11734 S.W. 134th Court Miami, Florida 33186-4420

ARTICLE VII - Admission Of Additional Members

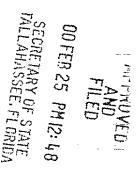
The members shall have the right to admit additional members upon such terms and conditions as set forth in the regulations and the Operating Agreement.

ARTICLE VIII - Indemnification

If the criteria set forth in Florida Statutes 608.4363, or any successor statue, have been met, then the Company shall indemnify any manager or member, or former manager or member, his or personal representatives, devises or heirs, in the manner and to the extent contemplated by Florida Statutes 608.4363.

ARTICLE IX - Members Rights To Continue Business

In the event of 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, the remaining members shall have the right to continue business. This shall be express in writing and statement reflecting the new proportions of ownership filed with the Department of State within thirty (30) days of the event.



The undersigned member or authorized representative of a member of **BPC INVESTMENTS**, L.L.C., Deposes and says:

Signature of a member or authorized representative of a 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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SECRETARY OF STATE
PALLAHASSES

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BPC INVESTMENTS, L.L.C.

2. The name and address of the registered Agent and Office is:

BERNARDO H. GONZALEZ 11734 S.W. 134th COURT MIAMI, FLORIDA 33186-4420

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 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.

BERMARDÓ H. GONZALEZ

Filling Fee: \$25.00 for Designation of registered Agent.

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