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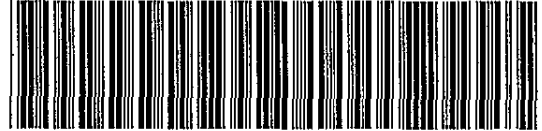
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FEB 28 2005
FEB 28 2005

H. FRANK WINN, JR.

ATTORNEY AT LAW
322 SOUTH ALCANIZ STREET
SEVILLE SQUARE
PENSACOLA, FLORIDA 32502

February 25, 2005

MAIL: POST OFFICE BOX 150
PENSACOLA, FLORIDA 32591-0150
TELEPHONE: (850) 434-6214
TELECOPIER: (850) 434-6290

EXPRESS MAIL

Secretary of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL32314

Re: BHH LEASING #2, LLC

Dear Sir or Madam:

Enclosed for filing are:

1. Articles of Organization
2. Designation of Registered Agent
3. Fees:

Filing fee for Articles.....	\$100.00
Designation of Registered Agent.....	25.00
Certified Copy.....	30.00
TOTAL	<u>\$155.00</u>

Please return acknowledgement and certified copy to the undersigned.

Very truly yours,



H. Frank Winn, Jr.

HFWjr/cvs
Enclosures

**ARTICLES OF ORGANIZATION
OF
BHH LEASING #2, LLC**

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

ARTICLE I - NAME

The name of the Limited Liability Company is: BHH LEASING #2, LLC

ARTICLE II- ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 10100-B Aileron Avenue, Pensacola, FL 32506.

ARTICLE III - DURATION

The company shall commence its existence effective February 24, 2005, and upon filing of these articles with the Secretary of State of Florida. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in the company's regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and the Florida street address of the initial registered agent are: H. Frank Winn, Jr., 322 S. Alcaniz Street, Pensacola, FL 32502.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and is, therefore a manager-managed company.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 24TH day of February, 2005.



H. FRANK WINN, JR.

(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.)



H. FRANK WINN, JR.

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**CERTIFICATION OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415, BHH LEASING #2, LLC, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is BHH LEASING #2, LLC.
2. The name and street address of the registered agent in Florida are:

H. FRANK WINN, JR.
322 S. Alcaniz Street
Pensacola, FL 32502

The undersigned, being the person named in the articles of organization of BHH LEASING #2, LLC, 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.

Dated: February 24, 2005



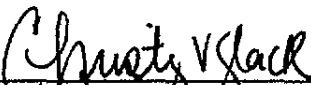
H. FRANK WINN, JR.
Registered Agent

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by H. FRANK WINN, JR., who is personally known to me, this 24th day of February, 2005.

(SEAL)





NOTARY PUBLIC
Print: Christy V. Slack