

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

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 FIRM _____
 ADDRESS _____

PHONE () _____

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 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____

FL LLC

wag-2414

CH 2/1/96

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN _____
 Will Pick Up _____

RE:

BOD & L Enterprises
 Limited Company

SEC. C.F.F.E. OF DISBURSED
 TALLAHASSEE, FLORIDA

Capital Express™
 Art. of Inc. File
 Corp. Record Search
 Ltd. Partnership File
 Foreign Corp. File
 () Cert. Copy(s)
 Art. of Amend. File
 Dissolution/Withdrawal
 C U S
 Fictitious Name File
 Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing
 Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval
 UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX () pgs.

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 31, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: BDD&L ENTERPRISES, LIMITED COMPANY
Ref. Number: W96000002416

We have received your document for BDD&L ENTERPRISES, LIMITED COMPANY and check(s) totaling \$140.00. However, your check(s) and document are being returned for the following:

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

Please include the exhibit(s) referred to in your document.

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 (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 196A00004346

RECEIVED

FEB 1 1996

DIVISION OF CORPORATIONS

96 FEB -1 11 10 31
DIVISION OF CORPORATIONS

RECEIVED

[Handwritten signature]

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ARTICLES OF ORGANIZATION

OF

BDD&L ENTERPRISES, LIMITED COMPANY

FILED

95 FEB -1 AM 10:59

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be BDD&L ENTERPRISES, LIMITED COMPANY, and its principal office shall be located at 1109 Casa Marina Court in the City of Key West, County of Monroe, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provision of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, properly, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by four managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows:

Lynn H. Kaufelt
1109 Casa Marina Court
Key West, Florida 33040

David A. Kaufelt
1109 Casa Marina Court
Key West, Florida 33040

Robert M. Lieb
524 Frances Street
Key West, Florida 33040

Donna Lieb
524 Frances Street
Key West, Florida 33040

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of four members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,250.00 cash shall be paid to the limited liability company by the four members in equal shares. The members do not anticipate any more contributions at this time.

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being January 1.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the member in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1109 Casa Marina Court, City of Key West, County of Monroe, State of Florida, and the name of the company's initial registered agent at that address is Lynn Kaufelt.

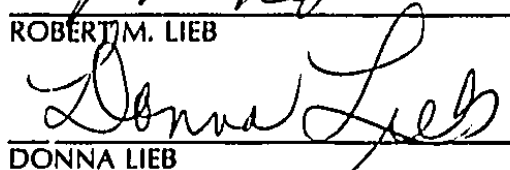
The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of BDD&L Enterprises, Limited Company.

Executed by the undersigned at 500 Fleming Street, City of Key West, County of Monroe, State of Florida on this 22nd day of January, 1996.


LYNN H. KAUFELT


DAVID A. KAUFELT


ROBERT M. LIEB


DONNA LIEB

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 22nd day of January, 1996, by Lynn H. Kaufelt, David A. Kaufelt, Robert M. Lieb and ~~Donna~~ me Lieb who are personally known to me or produced _____ as identification.


NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL
MELINDA ROBERTS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. C230763
MY COMMISSION EXP. SEPT. 26, 1996

STATE OF NEW YORK

BOROUGH OF MANHATTAN

The foregoing instrument was acknowledged before me this 21 day of January, 1996, by Donna Lieb who is personally known to me or produced as identification.

Antoinette P. Pina

NOTARY PUBLIC

My commission expires:

1-24-96

ANTOINETTE P. PINA
Notary Public, State of New York
No. 00000000000
Qualified in Kings County
Commission Expires July 20, 1996

BDD&L ENTERPRISES, LIMITED COMPANY

COUNTY OF MONROE

4. The total amount of cash or property anticipated to be contributed by the members is \$90,000.00. This total includes the amounts from 2 and 3 above.

Lynn H. Kaufelt
LYNN H. KAUFELT

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 22nd day of January, 1996 by LYNN H. KAUFELT on behalf of BDD&L ENTERPRISES, a limited liability company. She is personally known to me or produced as identification.

Melinda Fokiz
NOTARY PUBLIC

OFFICIAL NOTARY SEAL
MELINDA ROBERTS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 12000003
MY COMMISSION EXPIRES SEPT 26, 2008

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

OF

BDD&L ENTERPRISES, LIMITED COMPANY

STATE OF FLORIDA:
COUNTY OF MONROE:

FILED

96 FEB -1 AM 10:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is BDD&L ENTERPRISES, LIMITED COMPANY.

The name of the registered agent for BDD&L ENTERPRISES, LIMITED COMPANY is 1109 Casa Marina Court, City of Key West, County of Monroe, State of Florida and the street address of the company's principal office where the agent is located is 1109 Casa Marina Court, City of Key West, County of Monroe, State of Florida.

This statement is to acknowledge that, as indicated above, BDD&L ENTERPRISES, LIMITED COMPANY has appointed me, LYNN H. KAUFELT, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as 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.

DATED this 22nd day of January, 1996.

Lynn H. Kaufelt
LYNN H. KAUFELT
REGISTERED AGENT

January The foregoing instrument was acknowledged before me this 22nd day of January, 1996 by LYNN H. KAUFELT, agent on behalf of BDD&L ENTERPRISES, a limited liability company. She is personally known to me or produced as identification.

Melinda Roberts
NOTARY PUBLIC

My Commission Expires:

