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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 PM 1:21
98 JAN 27 1998

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

City State Zip Phone
222-1092

CORPORATION(S) NAME

400002413004--5
-01/27/98--01043--018
****285.00 ****285.00

LBP Properties (Florida) L.C.

400002413004--5
-01/27/98--01043--018
****52.50 ****52.50

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
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Thanks
Jeff

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ARTICLES OF ORGANIZATION
OF
LBP PROPERTIES (FLORIDA) L.C.

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The undersigned, a member of the proposed limited liability company under the provisions and subject to the requirements of the Florida Limited Liability Company Act, hereby certifies that:

ARTICLE I

The name of the limited liability company is LBP Properties (Florida) L.C. (the "Company").

ARTICLE II

The period of duration for the Company is perpetual.

ARTICLE III

The mailing address and street address of the principal office of the Company is 1395 South Marietta Parkway, Building 200, Suite 234, Marietta, Georgia, 30067.

ARTICLE IV

The street address and county of the Company's initial registered office is 1200 South Pine Island Road, Plantation, Florida, 33324, Broward County, and the name of the Company's initial registered agent at that office is CT Corporation System.

ARTICLE V

Management of the Company is reserved to its members and the names and addresses of the initial managing members are:

George Poulos
604 Villa Estates Lane
Woodstock, GA 30189

Michael S. Mogavero
28 Mallard Road
Flower Hill, NY 11050

Executed on this 22nd day of January, 1998.



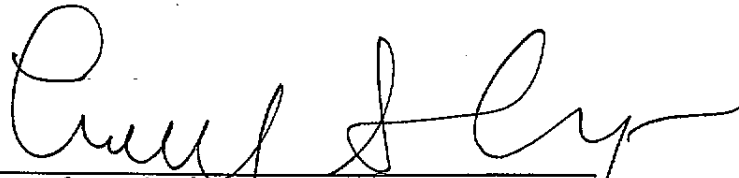
Lowell S. Lifschultz, Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of LBP Properties
(Florida) L.C. deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is \$ 550.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 550. This total includes amounts from 2 and 3 above.



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.)
Lowell S. Lifschultz, Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: LBP Properties (Florida) L.C.

2. The name and address of the registered agent and office is:

CT Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box or Mail Drop Box **NOT** acceptable)

Plantation, Florida 33324

(City/State/Zip)

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 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.

Pat Nolan

(Signature)

1/20/98

(Date)

Pat Nolan Asslt. Secy.