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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 13 AM 10: 18

October 11, 1999

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: BGS Holdings, LLC

300003013173--1
-10/13/99--01004--007
****155.00 ****155.00

Dear Madam/Sir:

Enclosed are an original and one copy of the Articles of Organization for BGS Holdings, LLC, a limited liability company. Also enclosed are the original and one of the Certificate Designating Registered Agent and Registered Office for this company.

This firm's check in the amount of $155.00 is enclosed, comprised of the $100.00 filing fee, $25.00 Designation of Registered Agent fee, and $30.00 certified copy fee.

Please do not hesitate to phone our office if you have any questions. We will have our messenger return to pick up the certified copy and the certificate of filing.

Thank you in advance for your usual assistance in these matters.

Sincerely,

Robert A. Pierce

RECEIVED
99 OCT 13 AM 9:
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

/dmw
Enclosures
RAP\LTR\SOS BGS 101199.doc/ 016178.91165

MJH

Call when Ready
425-5457

ARTICLES OF ORGANIZATION
OF
BGS HOLDINGS, LLC

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes, provides the following information for the purpose of forming a Limited Liability Company under the laws of the State of Florida.

1. Name. The name of the Limited Liability Company is **BGS HOLDINGS, LLC.**

2. Period of Duration. The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

   a. Fifty (50) years from the date of filing of these Articles of Organization with the Department of State; or

   b. Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act and the Limited Liability Company Operating Agreement for **BGS HOLDINGS, LLC.**

3. Purpose. The purpose for which the Limited Liability Company is organized is to engage in any lawful purpose, including but not limited to owning and leasing real estate, and to engage in any other activities related or incidental thereto.

4. Address of Mailing and Place of Business. The address of the place of business in Florida and mailing address for the Limited Liability Company are:

1714 Mahan Center Boulevard
Tallahassee, Florida 32308

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RAP\DOC\BGSLLC articles

5. Registered Agent. The name and address of the initial registered agent in Florida for the Limited Liability Company are:

MATTHEW H. GILBERT
1714 Mahan Center Boulevard
Tallahassee, Florida 32308

6. Capital Contributions. The total amount of cash and a description and agreed value of property other than cash contributed to the Limited Liability Company is as follows: $15,000 in cash.

7. Additional Contributions. The total additional contributions, if any, agreed to be made by all members and the times at which, or the events upon the happening of which, they shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

8. Additional Members. Additional members may be admitted to the Limited Liability Company as unanimously agreed by the Members.

9. Continuity of Business. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, the business of the Limited Liability Company shall not be continued unless the remaining Members unanimously agree to continue the Limited Liability Company.

10. Management. The Limited Liability Company shall be managed by its members, who are:

Name	Address
Matthew H. Gilbert	1714 Mahan Center Boulevard Tallahassee, Florida 32308
Grady W. Bass	406 North Ride Tallahassee, Florida 32303
John C. Scruggs	Route 2, Box 83 Quincy, Florida 32315

Executed at Tallahassee, Florida, on the 8th day of October, 1999.

MATTHEW H. GILBERT, Member

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 8th day of October, 1999, by **MATTHEW H. GILBERT**. Such person: (X) is personally known to me; ( ) produced a current Florida driver's license as identification; ( ) produced ______________________ as identification.

(Signature of Notary Public)

(Notarial Seal)

BERNICE G. SIMS
(Typed or Printed Name of Notary Public)

Bernice G. Sims
MY COMMISSION # CC790205 EXPIRES
February 23, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Section 608.415, Florida Statutes, the following is submitted:

BGS HOLDINGS, LLC, desiring to organize as a Limited Liability Company under the laws of the State of Florida, has designated 1714 Mahan Center Boulevard, Tallahassee, Florida 32308, as its initial Registered Office and has named **MATTHEW H. GILBERT**, located at said address, as its initial Registered Agent.

BGS HOLDINGS, LLC

By:______________________
Matthew H. Gilbert, Member

Having been named Registered Agent and to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby accepts said appointment 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 duties and is familiar with and accepts the obligations of his position as Registered Agent.

____
MATTHEW H. GILBERT
Registered Agent
Date: October 8th, 1999