

LAW OFFICE OF C. RANDOLPH COLEMAN

9250 BAYMEADOWS ROAD, SUITE 230

JACKSONVILLE, FLORIDA 32256

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L00000002267

January 28, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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Re: BPA SOLUTIONS, LLC

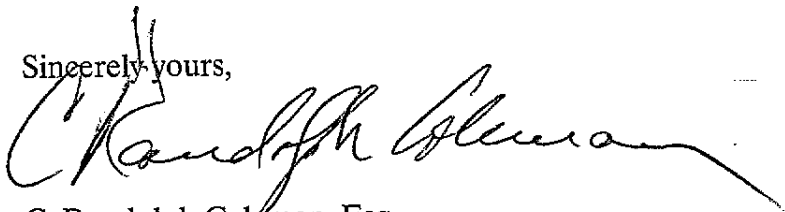
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization and Affidavit of Yuco Investment, Ltd., for a new limited liability company, BPA SOLUTIONS, LLC, together with our check in the amount of \$155.00 in payment of the appropriate filing fee.

I would appreciate your filing same and returning a certified copy to the undersigned.

Your assistance in this matter is greatly appreciated.

Sincerely yours,



C. Randolph Coleman, Esq.

CRC:drs

Enclosures

FILED
00 FEB 25 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Editor	
W. D. Miller	

**ARTICLES OF ORGANIZATION
OF
BPA SOLUTIONS, LLC
A LIMITED LIABILITY COMPANY**

FILED
00 FEB 25 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify that we have associated ourselves together for the purpose of organizing 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 be the authority for the conduct of business of such Company.

ARTICLE I - NAME

The name of the limited liability company shall be BPA SOLUTIONS, LLC (the "Company"). The principal place of business of the Company in Florida shall be in 500 ACL Road, Lake City, Columbia County, Florida 32025, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Members.

ARTICLE II - PURPOSES AND POWERS

This Company is organized to engage in any activity or business in which a limited liability company may engage under the laws of the State of Florida.

ARTICLE III - CAPITAL CONTRIBUTION AND COMMITMENTS

Initial capital contributions shall be paid to the Company by the Member as follows:

<u>Member</u>	<u>Contribution</u>	<u>Commitment</u>
Yuco Investments, Ltd	\$1,000	100%

Additional contributions will be made as required, as set out in the Regulations of the Company.

ARTICLE IV - LIMITED LIABILITY COMPANY POWERS

All of the Company's powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under, the direction of its Members. This Article may be amended from time to time in the Regulations of the Company by a unanimous vote of the Members of the limited liability company.

ARTICLE V - DURATION

The Company shall exist until February 1, 2025 or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the Company; provided, however, if not earlier dissolved by law or the Regulations of the Company upon unanimous written consent of all of the then-existing Members of the Company, the duration of the Company can be extended until February 1, 2050.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of the Company shall be located at 500 ACL Road, Lake City, Columbia County, Florida 32025.

ARTICLE VII - MANAGEMENT

Management of the Company is reserved to its Members in accordance with applicable law and the Regulations of the Company, as may from time to time be amended. The names and addresses of the initial Members/Management of the Company is:

Yuco Investments, Ltd.
500 ACL Road
Lake City, Florida 32025

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00 FEB 25 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - REGISTERED OFFICE

The name and street address of the registered agent of the Company in the State of Florida is: C. Randolph Coleman, Esq., 9250 Baymeadows Road, Suite 230, Jacksonville, FL 32256.

ARTICLE IX - RESTRICTIONS ON MEMBERSHIP

New Members may be admitted by unanimous written consent of the Members. Contributions required of new Members shall be determined as of the time of admission to the Company.

A Member's interest in the Company may not be sold or otherwise transferred except with written consent of Members having a commitment interest of one hundred (100%)

percent. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, of the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Members shall have the right to continue the business upon unanimous consent of such remaining Members.

The undersigned, being the initial Members of the Company, hereby certify that the foregoing constitutes the Articles of Organization of BPA SOLUTIONS, LLC

Executed by the undersigned, at Lake City, Florida, on the 21 day of Feb, 2000.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Allen D. Coleman (Seal)

ALLEN D. COLEMAN, GENERAL PARTNER
OF YUCO INVESTMENTS, LTD.

FILED
20 FEB 25 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF COLUMBIA) SS:

The foregoing instrument was acknowledged before me this 21st day of FEB, 2000 by ALLEN D. COLEMAN as General Partner for Yuco Investment, Ltd who is personally known to me X or who have/has produced as identification.

WITNESS my hand and official seal this 21st day of FEB, 2000.



GREGORY D. WATSON
COMMISSION # CC 573785
EXPIRES JUL 30, 2000
BONDED THRU
ATLANTIC BONDING CO INC.


Gregory D. Watson
Notary Public, State of Florida
Name: Gregory D. Watson
My Commission Expires: 7/30/2000

AFFIDAVIT OF YUCO INVESTMENTS, LTD.

STATE OF FLORIDA)
) SS:
COUNTY OF COLUMBIA)

BEFORE ME, the undersigned authority, personally appeared this day Allen Coleman the General Partner of Yuco Investments, Ltd. who, upon first being duly sworn, and who has produced his Florida Driver's License as identification, deposes and says:

1. I am over 21 years of age and have personal knowledge of the matters contained herein.
2. I am General Partner of Yuco Ivenstments, Ltd. which is the managing member of BPA SOLUTIONS, LLC
3. As General Partner of Yuco Ivenstments, Ltd. which is the managing member of BPA SOLUTIONS, LLC, I consent to the formation of a limited liability company to be known as BPA SOLUTIONS, LLC.



Allen D. Coleman, General Partner of
Yuco Investments, Ltd.


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00 FEB 25 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF COLUMBIA)

The foregoing instrument was acknowledged before me this 21st day of FEB, 2000 by ALLEND. COLEMAN as General Partner for Yuco Investments, Ltd., who is personally known to me X or who have/has produced as identification.

WITNESS my hand and official seal this 21st day of FEB, 2000.

 GREGORY D. WATSON
COMMISSION # CC 573785
EXPIRES JUL 30, 2000
BONDED THRU
ATLANTIC BONDING CO. INC.


Notary Public, State of Florida
Name GREGORY D. WATSON
My Commission Expires: 7/30/2000

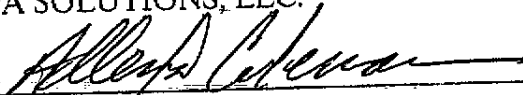
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to § 48.091, Florida Statutes, the following is submitted by unanimous written consent of the Members:

That BPA SOLUTIONS, LLC., a limited liability company duly organized and existing under the laws of the State of Florida, with its registered office being at 9250 Baymeadows Road, Suite 230, Jacksonville, FL 32256 County of Duval, State of Florida, has named C. RANDOLPH COLEMAN, ESQ., as its registered agent at such office to accept service of process within this state.

BPA SOLUTIONS, LLC.


Allen D. Coleman, General Partner of
Yuco Investments Ltd., Member

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00 FEB 25 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: 2/21/00

ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping open said office.


C. Randolph Coleman, Esq.