

CORPORATE

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TALLAHASSEE, FLORIDA

1.) B.A. Properties, LLC
(CORPORATE NAME & DOCUMENT #)

2.)
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3.)
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4.)
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"

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**ARTICLES OF ORGANIZATION
FOR LIMITED LIABILITY COMPANY**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, FS Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I.

NAME

The name of the Limited Liability Company is:

B.A. PROPERTIES, LLC

ARTICLE II.

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Groves Lumber Co.
1417 S. State Road 7
Ft. Lauderdale, FL 33317

ARTICLE III.

DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date if specified. The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV.

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

ALAN BAZEL
c/o Groves Lumber Co.
1417 S. State Road 7
Ft. Lauderdale, FL 33317

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ARTICLE V.

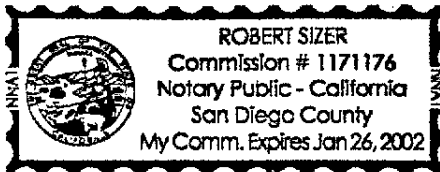
MANAGEMENT

The company shall be managed by managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the initial managers of the company are:

BARRY BAZEL
c/o Groves Lumber Company
1417 S. State Road 7
Ft. Lauderdale, FL 33317

ALAN BAZEL
c/o Groves Lumber Company
1417 S. State Road 7
Ft. Lauderdale, FL 33317

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization, on this 28th day of MARCH, 2000.



Barry Bazel
BARRY BAZEL
Alan Bazel
ALAN BAZEL

SWORN TO AND SUBSCRIBED before me by BARRY BAZEL, on the 28th day of MARCH, 2000, who is personally known to me.

[Signature]
NOTARY PUBLIC
My Commission Expires: 1/26/2002

SWORN TO AND SUBSCRIBED before me by ALAN BAZEL, on the 5th day of April, 2000, who is personally known to me.

[Signature]
NOTARY PUBLIC
My Commission Expires: November 12, 2001
Dana L. Pavone
MY COMMISSION # 00665923 EXPIRES
November 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY 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:

B.A. PROPERTIES, LLC

2. The name and address of the registered agent and office is: (P.O. Box not acceptable):

c/o Groves Lumber Co.
1417 S. State Road 7
Ft. Lauderdale, FL 33317

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.



ALAN BAZEL

4-5-00

(Date)

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