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ACCOUNT NO. : 072100000032

REFERENCE : 709982 9666A

AUTHORIZATION : *Patricia Pignotti*

COST LIMIT : \$ 155.00

ORDER DATE : May 25, 2000

ORDER TIME : 11:03 AM

ORDER NO. : 709982-005

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CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq
HART & GRAY
HART & GRAY
P. O. Box 3310

Ocala, FL 34478-3310

DOMESTIC FILING

NAME: BCK OF OCALA, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
00 MAY 25 PM 2:36
RECEIVED
00 MAY 25 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

WLS/25

GP

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

BCK OF OCALA, LLC

**ARTICLE I.
NAME**

The name of the Limited Liability Company is "BCK OF OCALA, LLC" (the "Company").

**ARTICLE II.
ADDRESS**

The mailing address and street address of the principal office of the Company is 3019 SW 27th Avenue, Suite 202, Ocala, Florida 34474.

**ARTICLE III.
DURATION**

The period of duration for the Company shall be perpetual unless the Company is earlier dissolved in accordance with either the provisions of the *Florida Limited Liability Company Act*, Sections 608.401 through 608.514 of the *Florida Statutes Annotated* (the "Act") or the Company's regulations among the members (the "Regulations").

**ARTICLE IV.
MANAGEMENT**

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Frederick J. Krim, Jr.
3019 SW 27th Avenue, Suite 202
Ocala, FL 34474

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ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY
BCK OF OCALA, LLC

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**ARTICLE V.
PURPOSE**

The purpose for which the Company is being organized is to purchase, manage, develop, operate, and ultimately resell, real estate; and to transact any other lawful business approved by the members of the Company and for which a limited liability company may be formed under the laws of the State of Florida.

ARTICLE VI.

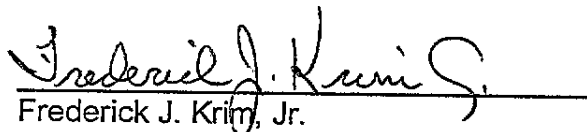
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company shall be upon the consent of all of the remaining members in accordance with the terms and conditions of the Regulations to continue the business of the Company, provided that there is at least one (1) remaining member.

**ARTICLE VII.
AMENDMENTS**

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by the Act.

IN WITNESS WHEREOF, the undersigned, being one of the members of the Company, has hereunto set his hand this 24th day of May, 2000.


Frederick J. Krim, Jr.

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY
BCK OF OCALA, LLC

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STATE OF FLORIDA
COUNTY OF MARION

The foregoing ARTICLES OF ORGANIZATION was acknowledged before me by Frederick J. Krim, Jr., as a member of the above named limited liability company, who is personally known by me.

Dated: this 24th day of May, 2000.


Judith A. Macolino

JUDITH A. MACOLINO
Notary Public, State of Florida
Commission #CC723845
My Comm. Expires: April 29, 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

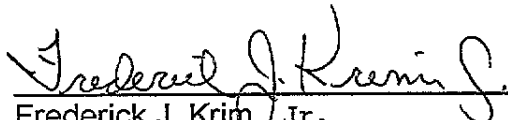
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: *BCK OF OCALA, LLC.*
2. The name and address of the registered agent and office is:

Frederick J. Krim, Jr.
125 Northeast First Avenue, Suite 1
Ocala, FL 34470

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.


Frederick J. Krim, Jr.

Date: May 24th, 2000

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TALLAHASSEE FLORIDA