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Law Office of Daniel T. White, Esquire

**1304 N.W. 98th Terrace
Gainesville, Florida 32606**

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MJH

January 2, 2001

Via Federal Express

Registration Section, Division of Corporations
State of Florida
409 E. Gaines St.
Tallahassee, FL 32399
tele: (850)487-6051

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -4 PM 4:57

Re: First BF Holdings of Florida, LLC

To whom it may concern:

In connection with filing Articles of Organization for and on behalf of the above-referenced limited liability companies, I have enclosed, respectively, one original copy and one photocopy of each of the following:

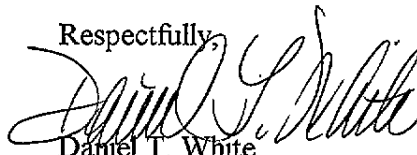
- Articles of Organization.
- Certificate of Registered Agent.

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-01/04/01--01055--008
****155.00 ****155.00

In that regard, I have also enclosed two checks in the amount of \$155.00, each, to cover the applicable filing fees and requests for certified copies of the filings (articles of organization--\$100.00; registered agent designation--\$25.00; and certified copies of the same--\$30.00).

Please return the certified copies to me at the address listed above. Thanks for your assistance.

Respectfully,


Daniel T. White

Encl.

**ARTICLES OF ORGANIZATION
OF
FIRST BF HOLDINGS OF FLORIDA, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -4 PM 4: 57

Article I: Name

The name of this limited liability company shall be First BF Holdings of Florida, LLC (the "Company").

Article II: Mailing and Street Address

The Company's mailing and street address shall be 1304 N.W. 98th Terrace, Gainesville, Florida 32606.

Article III: Initial Registered Office and Agent

The initial registered office of the Company shall be 1304 N.W. 98th Terrace, Gainesville, Florida 32606. The Company's initial registered agent at this address shall be Daniel T. White.

Article IV: Duration

The Company shall have perpetual existence.

Article V: Purpose and Powers

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company choose to engage in business activities.

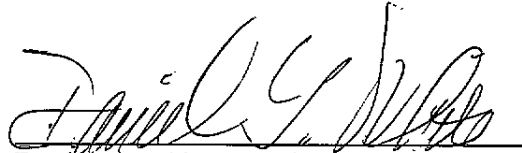
Article VI: Management

This Company will be a managed by one or more managers, and will be a manager-managed company.

Article VII: Organizer and Authorized Representative

The organizer and authorized representative of the Company, a natural person being at least eighteen (18) years old, and the attorney-in-fact appointed by the initial members of this Company to prepare, execute and deliver any and all documents necessary to duly organize this Company under the Florida Limited Liability Company Act, as amended, is Daniel T. White, of 1304 N.W. 98th Terrace, Gainesville, FL 32606.

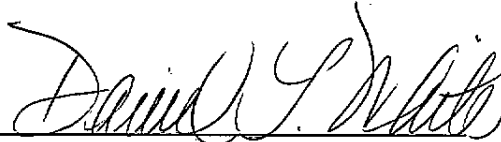
Executed this 2nd day of January, 2001.



Daniel T. White, Esquire
Organizer

Certificate of Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these articles of organization, 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 as provided for in Chapter 608, F.S.

A handwritten signature in cursive script, appearing to read "Daniel T. White", written over a horizontal line.

Name: Daniel T. White

Dated: January 2, 2001