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LAW OFFICE
CHARLES DAWSON BARNETT
8412 NATIVE DANCER ROAD
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February 14, 2001

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100003705891--3
-02/15/01--01075--001
****250.00 ****125.00

Re: BT FOOD SYSTEMS, L.L.C. and BT FOOD SYSTEMS OF LAKE WORTH, L.L.C.

Dear Sir:

Enclosed please find two original copies of the Articles of Organization for BT FOOD SYSTEMS, L.L.C. and BT FOOD SYSTEMS OF LAKE WORTH, L.L.C. and the Certificate of Designation and Acceptance of Registered Agent for each company. Also enclosed is a check in the amount of \$250.00 for the filing fees for both companies.

Please file the Articles and return one of the copies of each to me together with your Certificate.

If you have any questions regarding this matter, please let me know. Thank you for your assistance.

Sincerely yours,

Charles D. Barnett

Charles D. Barnett

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
BT FOOD SYSTEMS, L.L.C.**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, do establish:


1. **Name.** The name of the limited liability company is BT FOOD SYSTEMS, L.L.C. (the "Company").

2. **Principal Place of Business.** The mailing address and the street address of the Company's principal place of business is 2415 Riverlane Terrace, Fort Lauderdale, FL 33312.

3. **Management.** The business of the Company shall be conducted under the management of its members and the name and address of the managing member is John David Toole, III, 2415 Riverlane Terrace, Fort Lauderdale, FL 33312.

4. **Registered Agent and Office.** The name of the Company's registered agent, whose Consent to Appointment as Registered Agent accompanies these Articles, is Charles D. Barnett and the address of the registered office is 8412 Native Dancer Road, Palm Beach Gardens, Florida 33418.

DATED this 14 day of February, 2001.


Authorized Representative

**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above stated limited liability company, at the address designated herein pursuant to the provisions of section 608, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: February 14, 2001


CHARLES D. BARNETT

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