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LIMITED LIABILITY COMPANY
BPL MAITLAND CONCOURSE PHASE II, LLC

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**BPL MAITLAND CONCOURSE PHASE II, LLC
ARTICLES OF ORGANIZATION**

The undersigned Member delivers these Articles of Organization of BPL Maitland Concourse Phase II, LLC for filing with the Florida Department of State in order to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act (the "Act").

1. Name. The name of the Limited Liability Company is BPL Maitland Concourse Phase II, LLC.

2. Commencement of Existence and Period of Duration. The existence of the Limited Liability Company shall commence on March 26, 2001, and the duration of the Limited Liability Company shall expire on December 31, 2050.

3. Mailing and Street Address of Principal Office. The mailing and street address of the principal office of the Limited Liability Company is:

Mailing Address
Post Office Box 3010
Winter Park, Florida 32790-3010

Street Address
250 Park Avenue South, Suite 630
Winter Park, Florida 32789

4. Registered Agent Name and Street Address. The name and street address of the initial Registered Agent of the Limited Liability Company in the State of Florida is:

W. P. Battaglia
250 Park Avenue South, Suite 630
Winter Park, Florida 32789

5. Admission of Additional Members. The Members shall have the right to admit additional Members pursuant to Section 608.4232 of the Act, in the manner and upon the terms and conditions provided in the Operating Agreement of the Limited Liability Company.

Attorney Name: James E. Slater, P.A.
Broad and Cassel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
Telephone (407) 839-4200
Florida Bar No.: 158484

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6. Management. The Limited Liability Company will be managed by a Manager or Managers, the number of which will be established as provided in the Limited Liability Company's Operating Agreement. The name and address of the initial Manager who is designated by the sole Member to serve as Manager until the Manager resigns, or is removed, or the Manager's successor or successors are elected and qualified, is:

7.

W. P. Battaglia
Post Office Box 3010
Winter Park, Florida 32790-3010

8. Affirmation. The Member hereby acknowledges that pursuant to the Act, the execution of these Articles of Organization constitute an affirmation under the penalties of perjury that the facts stated in this Affidavit and the Articles of Organization are true.

Executed this 24th day of March, 2001.

BATTAGLIA PROPERTIES, LTD., Member
Battaglia Fruit Co., Inc., General Partner

By: W. P. Battaglia
W. P. Battaglia, President

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**BPL MAITLAND CONCOURSE PHASE II, LLC
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

Having been designated as Registered Agent to accept service of process for BPL Maitland Concourse South Phase II, LLC, a Florida limited liability company, at the street address set forth in the Articles of Organization, I hereby accept appointment as Registered Agent and agree to act in that capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I further acknowledge that I am familiar with and accept the obligations of my position as Registered Agent.

Executed this 24th day of March, 2001.

By: W.P. Battaglia

W.P. Battaglia
Registered Agent

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