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LAW OFFICES OF
BAXTER, STROHAUER & MANNION, P.A.

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300
1150 CLEVELAND STREET
CLEARWATER, FL 33755

JAMES A. BAXTER
GARY N. STROHAUER
ELIZABETH R. MANNION

July 13, 2001

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FAX (727) 447-6899
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Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-07/18/01--01078--002
*****35.00 *****25.00

Re: B.O.G. Management Company, LLC

Dear Sir:

Enclosed please find an original and one copy of the Restated Articles of Organization for the above-named proposed Florida corporation for filing with your office. Also enclosed is our firm's check in the amount of \$35 representing payment of the following:

Filing fee - \$35.00

Should you have any questions, please don't hesitate to contact me.

Very truly yours,

BAXTER & STROHAUER


Gary N. Strohauser

gns/kc
Enclosures

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TALLAHASSEE, FLORIDA

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RESTATED ARTICLES OF ORGANIZATION
OF
B.O.G. MANAGEMENT COMPANY, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Restated Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be B.O.G. Management Company, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 1034 Hunters Place, Oldsmar, FL 34677.

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 as specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these Restated Articles of Organization or in the Regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida are Bob Steele, 1034 Hunters Place, Oldsmar, FL 34677.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, or as provided in the Regulations.

ARTICLE VII - ADMISSIONS OF NEW MEMBERS

Except as set forth in the Regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the

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Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of all the remaining members.



ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager 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 regulations and management of the affairs of the Company not inconsistent with law or these Restated Articles of Organization. The name and address of the initial manager of the Company are Bob Steele, 1034 Hunters Place, Oldsmar, FL 34677.

ARTICLE X - MEMBERS

The names and addresses of the members of the Company are Bob and Sara Steele, husband and wife, 1034 Hunters Place, Oldsmar, FL 34677.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Clearwater, Florida on the 11th day of July, 2001.


BOB STEELE

SARA R. STEELE

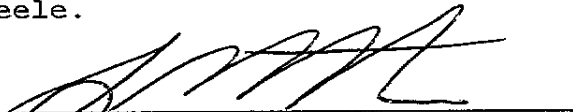
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STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to and subscribed before me this 11th day of July, 2001, by Bob Steele and Sara R. Steele.



Gary N. Strohauser
MY COMMISSION # CC706522 EXPIRES
January 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires:

Personally known _____ or Produced identification ✓
Type of identification produced FL Drivers License
corp/bog/articles

EXHIBIT A

CAPITAL MEMBERS

NAME AND ADDRESS	NUMBER OF UNITS	AMOUNT OF CAPITAL
Bob & Sara R. Steele, husband and wife 1034 Hunters Place Oldsmar, FL 34677	100	Cash contribution of \$190,000.00

MANAGING MEMBERS

NAME AND ADDRESS	NUMBER OF UNITS
Bob Steele 1034 Hunters Place Oldsmar, FL 34677	1

CORP/BOG/REGS

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