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July 9, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 245-6051

RE: BTS/Westminster, LLC

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-07/10/01--01055--001
***160.00 ***160.00

Dear Registration Section, Division of Corporations:

Enclosed with this letter are the Articles of Organization of BTS/Westminster, Limited Liability Company (LLC), 1149 Periwinkle Way, Sanibel Island, Florida, 33957, and the Certificate of Designation of Registered Agent/Registered Office for BTS/Westminster, LLC. BTS/Westminster is presenting these documents for registration in compliance with the Florida Department of State.

The filing fees required are One Hundred Dollars (\$100.00) for the Articles of Organization, Twenty-five Dollars (\$25.00) for the Designation of Registered Agent, Thirty Dollars (\$30.00) for a Certified Copy, and Five Dollars (\$5.00) for Certificate of Status. A check in the amount of One Hundred Sixty Dollars (\$160.00) is enclosed with this letter for the above listed costs.

If you have any questions or wish to discuss this matter further, please do not hesitate to contact me at (941) 334-2722.

Cordially yours,

HUMPHREY & KNOTT, P.A.


George H. Knott
Enclosures

L01-11373
OK

**ARTICLES OF ORGANIZATION
OF
BTS/WESTMINSTER, LLC**

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

ARTICLE I - NAME

The name of the limited liability company shall be BTS/WESTMINSTER, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 1149 Periwinkle Way, Sanibel Island, FL 33957.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to conduct and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

FILED
JUL 10 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is John J. Naumann, 1149 Periwinkle Way, Sanibel Island, Florida 33957.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer the member's interest in the Company only as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of an interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the agreement of the members.

ARTICLE X - MANAGEMENT

The Company shall be managed by the members in accordance with an operating agreement adopted by the members for the management of the business and affairs of the Company. This operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial member of the Company is:

<u>NAME</u>	<u>ADDRESS</u>
BTS/Westminster Associates, Ltd.	1149 Periwinkle Way Sanibel Island, Florida 33957

FILED
01 JUL 10 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes this 9th day of July, 2001.

[Signature]
Witness Signature
Print Name: George H. Knott

BTS/WESTMINSTER ASSOCIATES,
LTD., a Florida limited partnership

BY: BTS Development Corporation, its
General Partner

[Signature]
Witness Signature
Print Name: Donna Moy

[Signature]
John J. Naumann
Its President

STATE OF FLORIDA)
) SS
COUNTY OF LEE)

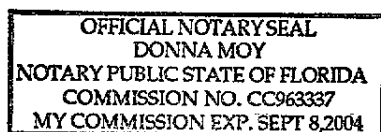
THE FOREGOING INSTRUMENT was acknowledged before me by John J. Naumann, as President of BTS Development Corporation, as General Partner of BTS/Westminster Associates, Ltd., a Florida limited partnership. He is personally known to me or has produced FL D/L as identification.

SWORN AND SUBSCRIBED TO before me, this 9th day of July, 2001.

[Signature]
Notary Public

My Commission expires: 9/8/04

Donna Moy
Printed Name



FILED
01 JUL 10 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

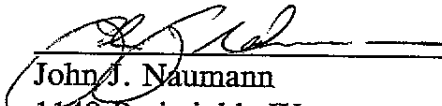
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: BTS/Westminster, LLC.
2. The name and address of the registered agent and office is:

John J. Naumann
1149 Periwinkle Way
Sanibel Island, Florida 33957

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.



John J. Naumann
1149 Periwinkle Way
Sanibel Island, Florida 33957

7-9-2001
Date

FILED
01 JUL 10 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE: \$25 for Designation of Registered Agent