

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LD1000020567

B.V.M. Properties, LLC

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***155.00 ***155.00

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
11-29-01

Signature _____

Requested by: SL

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

Articles of Organization of B. V. M. Properties, LLC

**ARTICLES OF ORGANIZATION
OF
B. V. M. PROPERTIES, 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 Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be B. V. M. PROPERTIES, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address of the principal office of the Company shall be 1303 E. Main Street, Lakeland, Florida 33801 and the street address of the principal office of the Company shall be 1303 E. Main Street, Lakeland, Florida 33801.

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 -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Mark D. Rust, 1303 E. Main Street, Lakeland, Florida 33801.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in the Operating Agreement.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

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

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, 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 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Organization of B. V. M. Properties, LLC

member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

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 the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by managers in accordance with the 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 managers of the Company are

NAME	ADDRESS
Mark D. Rust	1303 E. Main Street Lakeland, Florida 33801
Edith G. Rust	1303 E. Main Street Lakeland, Florida 33801

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Lakeland, Florida, on this 27th day of November, 2001.

Mark D. Rust
Mark D. Rust, Organizer

STATE OF FLORIDA
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this 27th day of November, 2001, by Mark D. Rust.

Daniel Medina
Notary Public -- State of Florida
Print, Type, or Stamp
Commissioned Name of Notary Public

Personally Known _____ OR Produced Identification _____
Type of Identification Produced FL Drivers License

(SEAL)



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TALLAHASSEE, FLORIDA

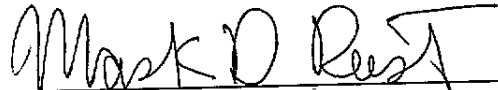
Articles of Organization of B. V. M. Properties, LLC

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

Under the provisions of F.S. 608.415 the B. V. M. PROPERTIES, LLC submits the following statement to designate a registered office and registered agent in the state of Florida.

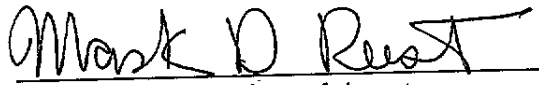
1. The name of the limited liability company in B. V. M. PROPERTIES, LLC.
2. The name and address of the registered agent in Florida are:

Mark D. Rust
1303 E. Main Street
Lakeland, Florida 33801


Mark D. Rust, Organizer

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of B. V. M. PROPERTIES, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


Mark D. Rust, Registered Agent

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