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December 20, 2001

Via Federal Express

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: B and G COMMERCIAL PROPERTIES, LLC

Gentlemen:

Please find enclosed the original and one copy of the Articles of Organization for the above limited liability company together with our check in the amount of \$160.00. It is requested that the Articles be filed and a certified copy thereof be returned to me together with a Certificate of Status to the address noted above.

Thank you for your assistance in this matter. Should you require any additional information, please do not hesitate to call me.

Very truly yours,



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF B and G COMMERCIAL PROPERTIES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: B and G Commercial Properties, LLC.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 4714 S.E. Waterford Drive, Stuart, Florida 34997.

ARTICLE III — Purpose:

The Limited Liability Company is organized solely to purchase, acquire, buy, sell, own, trade in, hold, develop, lease, manage, subdivide, and otherwise deal in and with real property and improvements and to engage in such other lawful activities as are reasonably necessary, convenient, or incidental to that purpose.

ARTICLE IV — Duration:

The period of duration for the Limited Liability Company shall be: Perpetual.

ARTICLE V — Management:

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager who is to serve as manager is: William M. Teich, 4714 S.E. Waterford Drive, Stuart, Florida 34997.

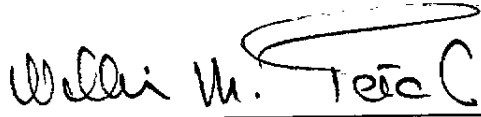
ARTICLE VI — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be by a majority vote of current members.

ARTICLE VII — Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be continued until no member is left to operate the company.

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 20th day of December, 2001.



William M. Teich, Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

B and G COMMERCIAL PROPERTIES, LLC
2. The name and the Florida street address of the registered agent and registered office are:

ROBERT P. SUMMERS, ESQ.
McCARTHY, SUMMERS, BOBKO, WOOD, SAWYER & PERRY, P.A.
2400 S.E. FEDERAL HIGHWAY, FOURTH FLOOR
STUART, FLORIDA 34994

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, as provided for in Chapter 608, F.S..


ROBERT P. SUMMERS, ESQ.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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