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One Tropicana Drive St. Petersburg, FL 33705 Tel: 727 825-3400 Email: covesbb@aol.com

January 8, 2002

Registration Section Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

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Enclosed are the Articles of Organization for BE Travel, LLC and a check in the amount of \$125.00 for the filing of the articles and designation of the registered agent.

Thank you.

DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the limited Liability Company is: BE Travel, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

BE Travel, LLC One Tropicana Drive St. Petersburg, FL 33705

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Eileen Kaminski One Tropicana Drive St. Petersburg, FL 33705

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.

Registered Agent's Signature

ARTICLE IV - Management:

X The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company.

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Eileen Kaminski

Typed of printed name of signee