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LAWRENCE W. BURNS, P.A.

Attorney at Law

412 NORTH HALIFAX AVENUE, DAYTONA BEACH, FLORIDA 32118

January 10, 2002

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****125.00 ****125.00

Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

RE: Bell-Aire, LLC

Enclosed please find Articles of Organization, in duplicate, for the above LLC along with our trust account check in the amount of \$125.00 to cover filing fee.

Please file and return to the undersigned.

Thank you

Yours very truly,

Rita L. Clarke

Rita L. Clarke

Legal Assistant

rc

enclosures per above

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TALLAHASSEE, FLORIDA

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QR

FF \$125.00

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME:

The name of the Limited Liability Company is:

BELL-AIRE PLACE , LLC

ARTICLE II - ADDRESS:

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

100-150 E. University Blvd.
Melbourne, Florida 32901

ARTICLE III - DURATION:

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

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members and the name(s) and addresses(s) of the managing member(s) is/are:

JERROLD L. BELL
5600 Collins Avenue
Apt. 9G
Miami Beach, Florida 33140
Managing Member

ARTICLE V - 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:

Members shall have the right to admit additional members at their discretion.

ARTICLE VI - Members Rights to Continue Business:

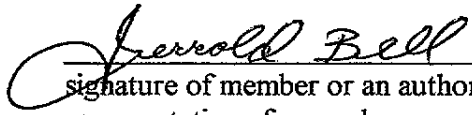
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member

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or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The right shall be retained.


signature of 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)

JERROLD L. BELL
Managing Member

Typed or printed name of signee

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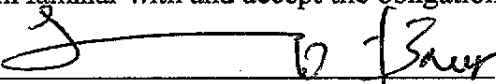
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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: BELL-AIRE PLACE, LLC
2. The name and the Florida street address of the registered agent are:

LAWRENCE W. BORNS, P.A.
412 N. Halifax Avenue
Daytona Beach, Florida 32118

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Print Name: Lawrence W. Borns

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