



850 PARK SHORE DRIVE
TRIANON CENTRE - THIRD FLOOR
NAPLES, FL 34103
941.649.2703 DIRECT
941.649.6200 MAIN
941.261.3659 FAX
pheuerman@ralaw.com

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VIA FEDERAL EXPRESS

Secretary of the State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****125.00 ****125.00

Re: B.P. Devco, L.L.C., a Florida limited liability company
Company, LLC

Gentlemen:

Enclosed please find the following items with regard to the above-referenced matter:

1. Articles of Organization of B.P. Devco, L.L.C. (original and one copy);
2. Acceptance of Registered Agent (original and one copy);

Please return a stamped copy of this document to our office after the filing is complete. If you have any questions, please give me a call at the above number.

Very truly yours,

Paul K H
Paul K. Heuerman
For the Firm

PKH/dk
Enclosures
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**ARTICLES OF ORGANIZATION
OF
B.P. DEVCO, L.L.C.**

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

ARTICLE I - NAME

The name of the limited liability company shall be B.P. Devco, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 2190 J&C Boulevard, Naples, Florida 34109.

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 or in the Company's operating agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are Paul K. Heuerman, Esq., Roetzel & Andress, a legal professional association, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

ARTICLES V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the two-thirds (2/3) written consent of all the members of the Company and on such terms and conditions as shall be approved by consent of all members. A member may transfer its interest in the Company only as set forth in the Operating Agreement of the Company.

ARTICLE VI - WITHDRAWAL OF MEMBERS

A member of the Company may withdraw from the Company upon the two-thirds (2/3) written consent of all the nonwithdrawing members of the company.

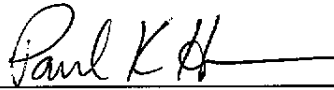
ARTICLE VII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's Operating Agreement.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by a Manager 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 Manager of the Company is:

Steven J. Mullersman
2190 J&C Boulevard
Naples, Florida 34109

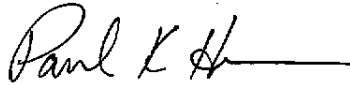


Paul K. Heuerman, Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of B.P. DEVCO, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company as 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 duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: February 15, 2002



Paul K. Heuerman, Esq.

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