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TALLAHASSEE, FLORIDA  
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March 11, 2002

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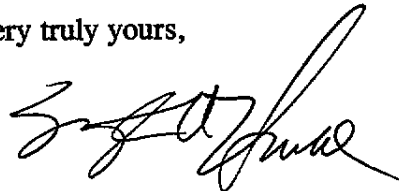
RE: B & G Commercial Properties, L.L.C.

Gentlemen:

Enclosed are the original and one copy of the Articles of Organization for the above-named proposed Florida limited liability company. Also enclosed is my check in the amount of \$125.00 to cover your cost. Please file the enclosed Articles of Organization and return a certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,



Stephen A. Hould

SAH/lb

J. BRYAN MAR 22 2002

**ARTICLES OF ORGANIZATION  
OF  
B & G COMMERCIAL PROPERTIES, L.L.C.**

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

The name of the limited liability company shall be **B & G Commercial Properties, L.L.C.**, and its principal office shall be located at 24651 Misty Lake Drive, Ponte Vedra Beach, FL 32082, which shall also serve as the company's mailing address. The company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II. PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To purchase, own, manage, lease and sell real property. Incidental thereto, the company may engage in any activity or business authorized under the Florida Statutes and unanimously agreed to by the members of this limited liability company.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
4. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association,

partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation of rights, privileges and immunities of limited liability companies for profit.

5. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

### **ARTICLE III. EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of its manager, Michael H. Blocker. This Article may be amended from time to time by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV. MANAGEMENT**

This limited liability company shall be managed by one manager, Michael H. Blocker, 24651 Misty Lake Drive, Ponte Vedra Beach, FL 32082, who shall serve until a successor is chosen and qualified.

### **ARTICLE V. MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members only by unanimous consent of all existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members and as stated in the

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Regulations of the limited liability company.

On the resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### **ARTICLE VI. CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by each of the two members. Additional contributions will be made as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### **ARTICLE VII. PROFITS AND LOSSES**

The members agree to share income and surplus and losses according to the percentage of their ownership in the limited liability company. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remains after the payment of the expenses of conducting and maintaining the business of the limited liability company.

#### **ARTICLE VIII. DURATION**

The limited liability company shall exist until dissolved in a manner provided by law or as provided by the Regulations adopted by the members.

#### **ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 24651 Misty Lake Drive, Ponte Vedra Beach, Duval County, FL 32082, and the name of the company's initial registered agent at that address is Michael H. Blocker.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of B & G Commercial Properties, L.L.C.

Executed by the undersigned at Neptune Beach, Duval County, Florida, this 11th day of March, 2002.

  
MICHAEL H. BLOCKER

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**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

**STATE OF FLORIDA  
COUNTY OF DUVAL**

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is **B & G Commercial Properties, L.L.C.**

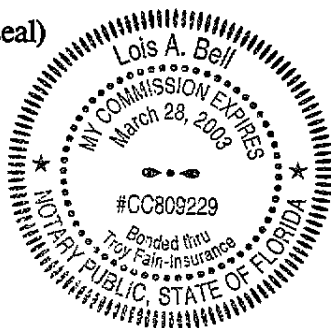
The name of the registered agent for **B & G Commercial Properties, L.L.C.**, is Michael H. Blocker, and the street address of the registered agent is 24651 Misty Lake Drive, Ponte Vedra Beach, FL 32082.

This statement is to acknowledge that, as indicated above, **B & G Commercial Properties, L.L.C.**, has appointed me, Michael H. Blocker, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

  
**MICHAEL H. BLOCKER**

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of March, 2002, by Michael H. Blocker, on behalf of B & G Commercial Properties, L.L.C., a limited liability company, and who is personally known to me or has produced Florida driver's  
license as identification and who did not take an oath.

(seal)



  
**NOTARY PUBLIC, State of Florida**

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