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GARLICK, STETLER & PEEPLES LLP
ATTORNEYS AT LAW

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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FILED
02 MAY 17 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 16, 2002

VIA FEDERAL EXPRESS

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

Re: BES Holdings, LLC

EFFECTIVE DATE
5-16-02

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization for the above-referenced entity. Please file the original and return the copy file stamped to me at your earliest convenience.

Our firm's check in the amount of \$125.00 is attached to the filing which represents the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

Matthew Grabinski

Matthew L. Grabinski
Signed by Mr. Grabinski's secretary
in his absence to avoid delay.

(JW)

MLG/jpw
Enclosures

5/23
MST

FILED

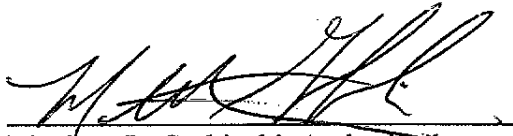
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**ARTICLES OF ORGANIZATION
OF
BES HOLDINGS, LLC**

1. Name. The name of this limited liability company is BES Holdings, LLC, a Florida limited liability company (the "Company").
2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The mailing and street address of the Company's principal office is 5051 Green Boulevard, Naples, Florida 34116.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Matthew L. Grabinski, Esq.. The street address of the initial registered agent of the Company is: c/o Garlick, Stetler & Peeples, LLP, 5551 Ridgewood Drive, Suite 101, Naples, Florida 34108.
6. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
7. Management of the Company. The Company shall be managed by one or more if its members in accordance with the operating agreement adopted by all of the members. The name and address of the initial managing member, who shall serve until the first annual meeting of the members or until his successor is elected and qualified, is:

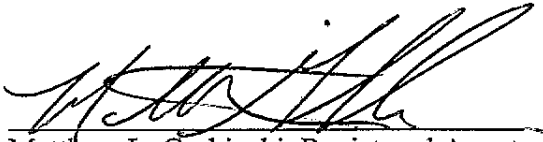
Mike Collins
5051 Green Boulevard
Naples, Florida 34116

The undersigned executed these Articles of Organization effective as of the 16th day of May, 2002.


Matthew L. Grabinski, Authorized
Agent

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Matthew L. Grabinski, Registered Agent

Dated: May 16th, 2002.

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