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(Requestor's Name)

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(City/State/Zip/Phone #)

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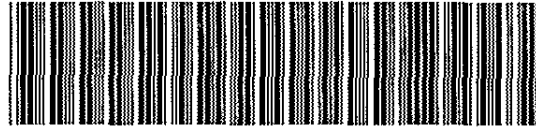
(Business Entity Name)

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THE LAW OFFICE OF  
ELAINE A. HUMPHREYS

501 Goodlette Road, N., Bldg. C-107  
Naples, Florida 34102

Telephone: (239) 659-5951  
Facsimile: (239) 659-5952

January 22, 2003

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**Re: Filing of Articles of Organization;  
B & P Manufacturing & Distributing Company, LLC**

Dear Sir or Madam:

Please find enclosed for filing the Articles of Organization of B & P Manufacturing & Distributing Company, LLC, plus one copy. Also enclosed, please find a check for payment in full of the filing fee, designation of Registered Agent and certified copy fee. Please return the certified copy to me at the above address.

Thank you for your attention in this matter. Please do not hesitate to contact me if you have any questions or require additional information.

Sincerely yours,

*Elaine A. Humphreys*  
Elaine A. Humphreys

Enclosures

cc: client (w/ Articles of Organization)

APPROVED  
AND  
FILED  
03 JAN 23 AM 10:15  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
B & P MANUFACTURING & DISTRIBUTING COMPANY, LLC**

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

**ARTICLE I - NAME**

The name of the limited liability company is B & P Manufacturing & Distributing Company, LLC (the "Company").

**ARTICLE II- ADDRESS**

The mailing address and street address of the principal office of the Company is 7325 Davis Boulevard, Suite 100, Naples, Florida 34104.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The name and the Florida street address of the initial registered agent of the Company in the State of Florida are Elaine A. Humphreys, Esq., 501 Goodlette Rd. N. Bldg. C-107, Naples, FL 34102.

**ARTICLE IV - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs are wound up, unless the Company is earlier dissolved in a manner provided by law, or as provided in these Articles of Organization or in the Company's operating agreement (the "Operating Agreement").

**ARTICLE V - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous prior written consent of all voting members and on such terms and conditions as shall be approved by the unanimous consent of all voting members. A member may transfer its interest in the Company only as set forth in the Company's Operating Agreement.

**ARTICLE VI - WITHDRAWAL OF MEMBERS**

A member of the Company may withdraw from the Company only upon the unanimous prior consent of all of the non-withdrawing voting members of the Company, unless provided otherwise in the Operating Agreement.

CO LN 23 APR 15

APPROVED  
AND  
FILED

**ARTICLE VIII - MANAGEMENT**

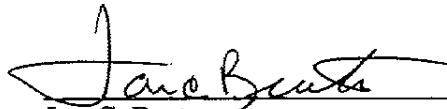
The Company shall be managed by one or more managers and is, therefore, a manager-managed company.

**ARTICLE IX - INDEMNIFICATION**

The Company may indemnify any manager, employee or agent of the Company to the full extent provided by law.

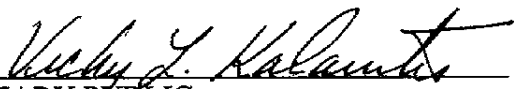
WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Naples, Florida, on this 22nd day of January, 2003.

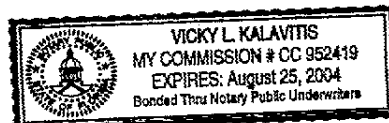
MEMBER OR AUTHORIZED REPRESENTATIVE:

  
\_\_\_\_\_  
Jon C. Burton  
President, J.C. Burton Companies, Inc.

STATE OF FLORIDA       )  
                                  )ss.  
COUNTY OF COLLIER    )

The foregoing instrument was acknowledged before me this 22nd day of January, 2003, by Jon C. Burton, President of J.C. Burton Companies, Inc., as member of B & P Manufacturing & Distributing Company, L.L.C. He is ( ) personally known to me or (✓) has produced his Florida driver's license as identification. *FL B635-423-62-048-0*

  
\_\_\_\_\_  
NOTARY PUBLIC  
Print Name: VICKY KALAVITIS  
My Commission Expires: 8/25/04



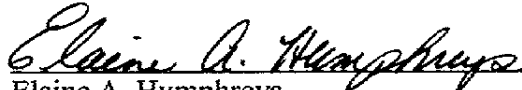
APPROVED  
AND  
FILED  
03 JAN 23 AM 10:15  
CLERK OF DISTRICT COURT  
NAPLES, FLORIDA

**B & P MANUFACTURING & DISTRIBUTING COMPANY, LLC**

**ACCEPTANCE OF REGISTERED AGENT**

I, Elaine A. Humphreys, of 501 Goodlette Rd. N., Bldg. C-107, Naples, Florida 34102, being the person named in the Articles of Organization of B & P Manufacturing & Distributing Company, L.L.C. as the registered agent of this limited liability company at the address set forth above, accept the appointment as registered agent and agree to act in this capacity. I 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 the position of registered agent as provide for in Chapter 608 of the Florida Statutes.

Date: January 22, 2003.

  
Elaine A. Humphreys  
Registered Agent

03 JAN 23 AM 10:15  
FILED  
CLERK OF COURT  
JAN 23 2003

APPROVED  
AND  
FILED