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WILSON & WILLIAMS, P.A.

Attorneys at Law
954 East Silver Springs Boulevard
Suite 101
Ocala, Florida 34470

Robert D. Wilson Reuben S. Williams, IV Telephone: (352) 629-9747 Facsimile: (352) 629-5616

E-mail: bobpa@atlantic.net

March 20, 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: B Lay Enterprises, L.L.C.

To whom it may concern:

In connection with the above-referenced matter, you will find enclosed an original and copy of the Articles of Organization of the above corporation along with our check for \$155.00. Once this L.L.C. is filed, please provide me with a copy in the enclosed envelope. Thank you for your assistance.

Very truly yours,

Robert D. Wilson,

For the firm

RDW/drs Enclosure

ARTICLES OF ORGANIZATION OF B LAY ENTERPRISES, 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 make, acknowledge and file these Articles of Organization.

ARTICLE I - NAME

The name of the Limited Liability Company shall be B LAY ENTERPRISES, L.L.C., ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 1309 Southeast 42 Avenue, Ocala, Florida 34471.

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 earlier dissolved as provided in the Operating Agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is Barry Lay, whose address is 1309 Southeast 42 Avenue, Ocala, Florida 34471.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property as more fully set forth in the Operating Agreement.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company as set forth in the Operating Agreement.

ARTICLE VII - MANAGEMENT

Company shall be managed by its member/manager in accordance with the terms and conditions of the Operating Agreement. The Operating Agreement may contain other 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 member/manager of the Company is: Barry Lay, 1309 Southeast 42 Avenue, Ocala, Florida 34471.

IN WITNESS WHEREOF, the undersigned		
Articles of Organization at Ocala, Marion	County, Florida on this	day of
<u>Mar.</u> , 2003.		
	0 0 1	
	- Davy to ha	4
	Barry Lay	8
		-
STATE OF FLORIDA		
COUNTY OF MARION		
The foregoing was acknowledged this Lay, as Member who is (a) personally kn	day of Mar.	, 2003, by Barry
Lay, as Member who is (a) personally kn	nown to me or (b) pr	oduced a driver
license as identification.		
		Z.
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Doreen Sanders Commission # DD137570	Notary Public	55 0
Expires Sep. 13, 2006	-	Sign to
Bonded Thru Atlantic Bonding Co., Inc.		
- Control of the Cont		
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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Barry Lay, being the person named in the Articles of Organization of B LAY ENTERPRISES, L.L.C., as the Registered Agent of this Limited Liability Company, hereby consents to acceptance of service of process for the above stated Company at 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 her duties, and is familiar with, and accepts the obligations of the position of Registered Agent.

Dated this 19 day of 2003.

Barry Lav

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