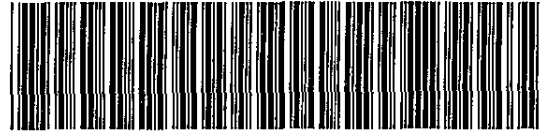


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CLERK OF STATE
TALLAHASSEE, FLORIDA



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PHILLIP D. O'CONNELL, SR. (1907-1987)
LOUIS R. McBANE (RETIRED)

OF COUNSEL
W. JAY HUNSTON, JR., P.A.
MICHAEL J. KENNEDY, P.A.
JOHN L. REMSEN
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

515 NORTH FLAGLER DRIVE, STE. 1900
WEST PALM BEACH, FLORIDA 33401-4343
P.O. BOX 4626
TELEPHONE: (561) 832-5900
FACSIMILE: (561) 833-4209

May 22, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: BRISTOW ENTERPRISES, LLC

Dear Sir:

Enclosed please find an original and one copy of the Articles of Organization for the above-captioned matter and our check for the \$125.00 filing fee.

Please file same and return one copy to me marked "filed", in the self-addressed stamped envelope provided.

Thank you for your cooperation in this matter.

Sincerely,


Jerald S. Beer

JSB/ka
Enclosures

ARTICLES OF ORGANIZATION
OF
BRISTOW ENTERPRISES, LLC

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03 MAY 29 PM 1:18
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons competent to contract, hereby organize and form a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE 1.

Name of Limited Liability Company

The name of this limited liability company shall be BRISTOW ENTERPRISES, LLC.

ARTICLE 2.

Period of Duration

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

ARTICLE 3.

Purpose

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

ARTICLE 4.

Place of Business and Registered Agent

The street address and mailing address of the initial business office of the Company is 515 North Flagler Drive, Suite 1800, West Palm Beach, Florida 33401, and the name and address of the initial registered agent of the Company at that address is Jerald S. Beer.

The Company shall have the privilege of having offices ^{FILED} other places within or without the State of Florida and within ^{03 MAY 28 PM 1:18} or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business. ^{CLERK OF STATE FLORIDA}

ARTICLE 5.

Investment in Company

The total amount of cash to be contributed to the Company upon its formation is One Thousand Dollars (\$1,000.00), which is to be contributed in equal shares by the members of the Company. No property other than cash shall be contributed initially.

ARTICLE 6.

Additional Contributions

Additional contributions of up to \$-0- in additional capital shall be made as determined by the Manager, with all of such contributions to be made in equal shares by the members within ten (10) days after notice from the Manager. Thereafter, additional contributions, if any, will be made as and when agreed to by a vote of at least seventy-five percent (75%) "in interest of the members" of the Company (as that phrase is defined in this Company's Regulations).

ARTICLE 7.

Additional Members

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a majority in interest of the then-existing members.

ARTICLE 8.

Continuation of Business

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

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TALLAHASSEE, FLORIDA
STATE

ARTICLE 9.

Management

Management of the Company is reserved to Michael Bristow, the sole member, who shall serve as the manager of this Company until such time as another manager is designated in accordance with the Regulations. Michael Bristow's address is 227 Gregory Place, West Palm Beach, Florida 33405.

ARTICLE 10.

Indemnification of Members and Manager

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company.

ARTICLE 11.

Substitution of Members

The interest of the initial members of the Company may be transferred or assigned to third parties who shall be successor members in their place and stead.

ARTICLE 12.

Counterparts

These Articles may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature and notary pages for the members may be attached to a counterpart of these Articles.

In witness of the foregoing, I have hereunto set my hand and seal this 22 day of May, 2003.

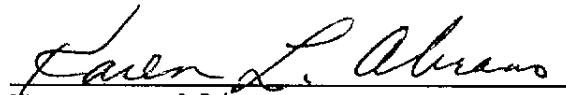

MICHAEL BRISTOW

STATE OF FLORIDA

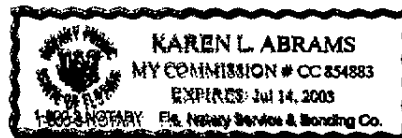
COUNTY OF PALM BEACH

Before me personally came and appeared MICHAEL BRISTOW, who is personally known to me, or who produced a N/A driver's license as identification, and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of May, 2003.


Notary Public
State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

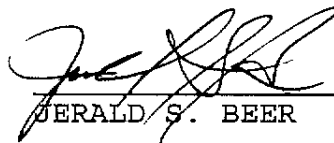
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 608, Florida Statutes, the following
is submitted, in compliance with said Act:

That BRISTOW ENTERPRISES, LLC, desiring to organize as a
limited liability company under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Organization, has named JERALD S. BEER, ESQ. located at 515 North
Flagler Drive, Suite 1800, City of West Palm Beach, County of Palm
Beach, State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated limited liability company, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.


JERALD S. BEER