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LIMITED LIABILITY COMPANY

BENJEFF HOLDINGS, LLC

Certificate of Status	1
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10-13-03

**ARTICLES OF ORGANIZATION
OF
BENJEFF HOLDINGS, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be: BENJEFF HOLDINGS, LLC.

**ARTICLE II
Place of Business**

The principal place of business and mailing address of this Company shall be 6906 Madison Street, Suite 1, New Port Richey, FL 34652, and such other place or places as may be designated by the manager from time to time.

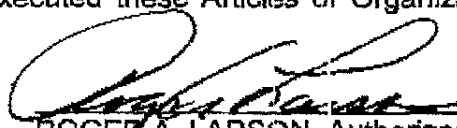
**ARTICLE III
Registered Agent and Office**

The initial registered agent for this Company shall be Roger A. Larson, and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, FL 33756.

**ARTICLE IV
Management of Business**

The Company shall be manager-managed.

The undersigned has executed these Articles of Organization this 13th day of October, 2003.



ROGER A. LARSON, Authorized Representative

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SECRETARY OF STATE
AND
TREASURER
OFFICE

APPROVED
AND
FILED

Prepared by:
Roger A. Larson, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 33756
727-461-1818
Florida Bar No. 0108435
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**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, FL 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: October 13, 2003


Roger A. Larson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AND
FILED