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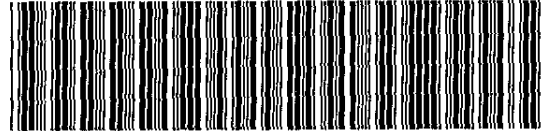
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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

BR

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

B+H Properties of Florida, LLC

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Signature _____

Requested by: _____

Name _____

Date _____

Time _____

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- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- ☒ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF ORGANIZATION
FOR
B & H PROPERTIES OF FLORIDA, LLC

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TALLAHASSEE, FLORIDA

The undersigned member hereby certifies to the following in order to form a Limited Liability Company under Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of the Limited Liability Company is B & H PROPERTIES OF FLORIDA, LLC.

ARTICLE II - DURATION

This Limited Liability Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually, unless the Company is earlier dissolved in accordance with either the provisions of these Articles of Organization, the Operating Agreement or the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE

This Limited Liability Company is created for the purpose of transacting the business of buying, selling and leasing real estate, and such other business as may be agreed by the members.

ARTICLE IV - PLACE OF BUSINESS

The mailing address and the street address of this Limited Liability Company shall be 60 Second Street, S.E., Winter Haven, Florida 33880, and such other place or places as the members from time to time may determine.

ARTICLE V - REGISTERED AGENT

The street address of the initial registered office of this Limited Liability Company is 60 Second Street, S.E., Winter Haven, Florida 33880, and the name of the initial registered agent at that address is BARRY W. BENNETT.

ARTICLE VI - MANAGEMENT OF BUSINESS

The Limited Liability Company is to be managed by its Members and the names and addresses of the Managing Members are:

BARRY W. BENNETT
60 Second Street, S.E.
Winter Haven, FL 33880

LARRY S. HELMS
60 Second Street, S.E.
Winter Haven, FL 33880

ARTICLE VII - REGULATIONS

At the time of executing these articles or organization, the members of the Limited Liability Company shall adopt regulations known as an "Operating Agreement" containing all provisions for the regulation and management of this Company not inconsistent with law and these articles.

The power to alter, amend or repeal these regulations shall be vested in the members of this Company.

ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX - MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company may be continued by the consent of all the remaining members and there is at least one (1) remaining member.

ARTICLE X - AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and a certificate of amendment shall be filed, duly signed by all members of the Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on the 28th day of October, 2003.

Mary Cleveland
Jackie A. Deck
(Witnesses)

Barry W. Bennett
BARRY W. BENNETT

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **BARRY W. BENNETT**, who is personally known to me to be a member of **B & H PROPERTIES OF FLORIDA, LLC**, and who executed the foregoing Articles of Organization and who acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal in the county and state named above, this 28th day of October, 2003.



Jackie A. Deck
MY COMMISSION # DD101494 EXPIRES
May 10, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Jackie A. Deck
Notary Public - State of Florida
My Commission Expires:

jad\corp\llc\bsttw.art

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **B & H PROPERTIES OF FLORIDA, LLC.**
2. The name and the Florida street address of the registered agent are:

BARRY W. BENNETT
60 Second Street, S.E.
Winter Haven, Florida 33880

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further 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 my position as registered agent.



BARRY W. BENNETT

October 28, 2003

(DATE)