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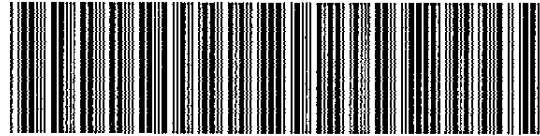
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BK

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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B & Properties LLC

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- _____ Art of Inc. File _____
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- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ✓ _____ Cert. Copy _____
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- _____ 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 _____
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- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

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Name _____

Date _____

Time _____

Walk-In _____

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**ARTICLES OF ORGANIZATION FOR
B & E PROPERTIES LLC
A FLORIDA LIMITED LIABILITY COMPANY**

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ARTICLE I - NAME

The name of the Limited Liability Company is: **B & E PROPERTIES LLC.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: **41 Lake Morton Drive, Lakeland, Florida 33801.**

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be: **Until dissolved pursuant to its Operating Agreement.**

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by the members. The names and addresses of the managing members are:

Eric G. Larson
41 Lake Morton Drive
Lakeland, Florida 33801

Buffy P. Larson
41 Lake Morton Drive
Lakeland, Florida 33801

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

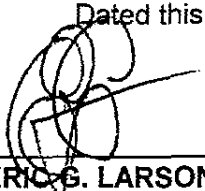
The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: **Additional members may be admitted only as unanimously agreed upon by the Members as set forth in the Operating Agreement.**

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be: **Only with the consent of all the remaining Members.**

IN WITNESS WHEREOF, these Articles of Organization have been signed, as Managing
Members, by: **ERIC B. LARSON** and **BUFFY P. LARSON**.

Dated this 19th day of January, 2004..



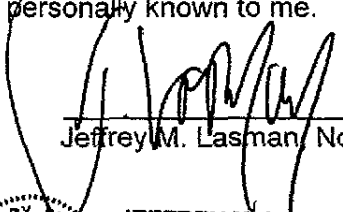
ERIC G. LARSON



BUFFY P. LARSON

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 19th day of January, 2004, by
ERIC G. LARSON and **BUFFY P. LARSON**, who are personally known to me.



Jeffrey M. Lasman, Notary Public

C:\Documents and Settings\All Users\Documents\1 LASMAN\B & E Properties Ltd.\Articles of Organization.doc



JEFFREY M. LASMAN
COMMISSION # DP 066626
EXPIRES OCT. 22, 2005
BONDED THROUGH
ATLANTIC BONDING CO., INC.

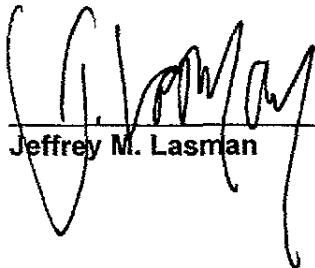
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **B & E PROPERTIES LLC.**
2. The name and address of the registered agent and office is:

**Jeffrey M. Lasman, Esquire
LASMAN LAW FIRM, P.A.
115 Providence Road
Brandon, Florida 33511**

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.



Jeffrey M. Lasman

January 19, 2004
(Date)