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WRITER'S DIRECT NUMBER IS
(301) 951-1500

July 12, 2004

Via Round Trip Federal Express

Division of Corporations
Department of State
409E Gaines Street
Tallahassee, Florida 32399

Re: B & C Express Trucking LLC
Our File No. 20437

Ladies/Gentlemen:

I enclose for filing Articles of Organization on behalf of the above referenced entity, along with our check in the amount of \$125 for the filing fee. We have provided a return trip federal express envelope for your convenience in returning the acknowledgment to us.

Please call me if you have any questions or if additional information is requested.

Sincerely yours,



Polly S. Sampson
Corporate Paralegal

PSS/aks

Enclosures

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TALLAHASSEE, FLORIDA

B & C EXPRESS TRUCKING LLC
ARTICLES OF ORGANIZATION FOR LIMITED LIABILITY COMPANY

ARTICLE I – Name:

The name of the Limited Liability Company is: B & C EXPRESS TRUCKING LLC.

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 18201 Boca Way Drive, Boca Raton, Florida 33498.

ARTICLE III – Registered Agent:

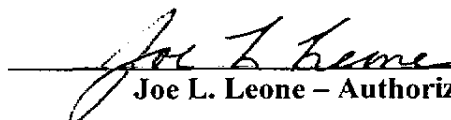
The name and the Florida street address of the registered agent are: Jeffrey Bruce Bernstein, 18201 Boca Way Drive, Boca Raton, Florida 33498.

ARTICLE IV – Management:

The Limited Liability Company is a manager-managed Limited Liability Company. The Limited Liability Company shall be managed by a manager, who is designated, appointed or elected to act in such capacity in accordance with the Operating Agreement of the Limited Liability Company.

The person who is designated or appointed as Manager shall carry out and further the decisions and actions of the managers or members made pursuant to the Operating Agreement and shall be authorized to execute on any and all reports, forms, instruments, documents, papers, writings, agreements and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred or evidenced, which are necessary, appropriate or beneficial to carry out or further such decisions or actions.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Joe L. Leone – Authorized Representative

B & C EXPRESS TRUCKING LLC

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 & C EXPRESS TRUCKING LLC.
2. The name and the Florida street address of the registered agent are:

Jeffrey Bruce Bernstein
18201 Boca Way Drive
Boca Raton, Florida 33498

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 Bruce Bernstein

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