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ATTORNEYS AND COUNSELORS AT LAW

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

www.dbksmn.com

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September 29, 2004

‡ BOARD CERTIFIED CIVIL TRIAL ATTORNEY
† BOARD CERTIFIED BUSINESS LITIGATION ATTORNEY

SENT VIA CERTIFIED MAIL AND RETURN RECEIPT REQUESTED

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Bess International, L.L.C.

Dear Sir or Madam,

Enclosed please find the signed original and signed copy of the Articles of Organization and Certificate of Designation of Registered Agent with regard to the above-referenced matter. We have also enclosed a check in the amount of \$160.00 for the filing fee, certified copy and certificate of status.

Please process this at your earliest convenience and return the certified copy of the Articles of Organization to this office.

Thank you in advance for your assistance. If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

D. John Morgeson, Jr.

DJM:rsf
Enclosure

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

of

"BESS INTERNATIONAL, L.L.C."

The undersigned, desiring to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act ("Act"), does hereby certify as follows:

- I. **NAME.** The name of the limited liability company formed pursuant hereto shall be at all times **BESS INTERNATIONAL, L.L.C.** ("Company").
- II. **PURPOSE AND POWERS.** The Company shall be organized for the purpose of conducting any lawful business, and shall have the same powers as an individual to do all things necessary or convenient to carry out the Company's purpose, business and affairs.
- III. **DURATION.** The Company's term shall commence as of the filing of these Articles with the Secretary of State of Florida and shall be perpetual unless dissolved sooner upon the happening of any mandatory dissolution event as according to the Act or Operating Agreement of the Company.
- IV. **PRINCIPAL OFFICE AND MAILING ADDRESS.** The initial principal office and mailing address of the company shall be, and all correspondence shall be directed to:

C/O Carole M. Brooks
1695 Rutledge Road
Longwood, Florida 32779
- V. **AGENT.** The Registered Agent of the Company shall be: Carole M. Brooks, 1695 Rutledge Road, Longwood, Florida 32779, as according to the "Certificate of Designation of Registered Agent/Office" of the Company, which is attached hereto and made a part hereof by reference.
- VI. **MANAGEMENT.** The Limited Liability Company is to be managed by its members and the name and address of its managing member is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

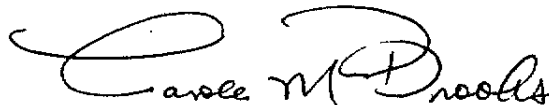
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Carole M. Brooks
1695 Rutledge Road
Longwood, Florida 32779

VII. MEMBERS RIGHTS TO CONTINUE BUSINESS. The right of the members to admit additional members and the terms and conditions of the admissions, and the right of the remaining members 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 shall be as set forth in the Regulations and Operating Agreement.

IN WITNESS WHEREOF, and certifying knowledge of, and compliance with, section 608.408, Florida Statutes (2003), the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true, I hereunto subscribe my name to these Articles of Organization of **BESS INTERNATIONAL, L.L.C.**, this 24 day of Sept, 2004.



CAROLE M. BROOKS

STATE OF FLORIDA
COUNTY OF SEMINOLE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME
THIS 9/24/04 BY Carole M Brooks
WHO IS PERSONALLY KNOWN TO ME OR PRODUCED FLDC
AS IDENTIFICATION.

NOTARY PUBLIC: Theresa Lee Wyatt



Theresa Lee Wyatt
My Commission DD267731
Expires November 16, 2007



Theresa Lee Wyatt
My Commission DD267731
Expires November 16, 2007

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TALLAHASSEE, FLORIDA

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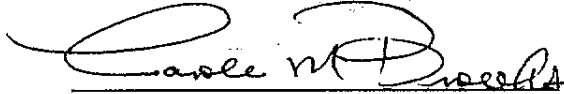
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: **BESS INTERNATIONAL, L.L.C.**
2. The name and the Florida street address of the registered agent is:

Carole M. Brooks
1695 Rutledge Road
Longwood, Florida 32779

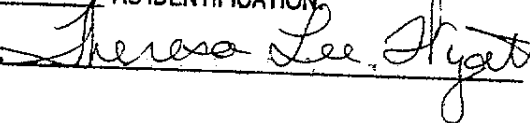
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all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


Carole M. Brooks

STATE OF FLORIDA
COUNTY OF SEMINOLE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME
THIS 9/24/04 BY Carole M. Brooks
WHO IS PERSONALLY KNOWN TO ME OR PRODUCED FLOR
AS IDENTIFICATION.

NOTARY PUBLIC:





Theresa Lee Wyatt
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