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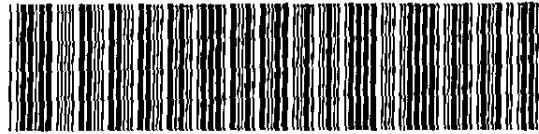
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 250405 82724A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 125.00

ORDER DATE : March 10, 2005

ORDER TIME : 11:56 AM

ORDER NO. : 250405-015

CUSTOMER NO: 82724A

CUSTOMER: Lawrence C.e. Garcia, Esq.
Conroy Conroy & Durant, P.a.

Suite 115
2640 Golden Gate Boulevard
Naples, FL 34105

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DOMESTIC FILING

NAME: BEANPOT REALTY TRUST II, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
BEANPOT REALTY TRUST II, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is Beanpot Realty Trust II, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 119 Hill Street, Topsfield, MA 01983. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is George E. Sullivan who is a natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's Operating Agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

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George E. Sullivan
119 Hill Street
Topsfield, MA 01983

Tammy L. Sullivan
119 Hill Street
Topsfield, MA 01983


**ARTICLE VII
ADMISSION OF NEW MEMBERS**

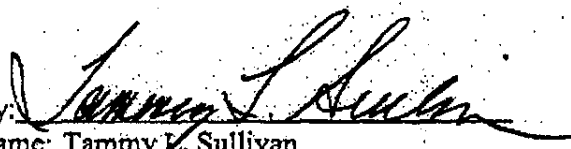
The Company may admit new members as provided in the Company's Operating Agreement.

**ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the Operating Agreement will govern.

Executed this 23rd day of February, 2005.

By: 
Name: George E. Sullivan
Title: Managing Member

By: 
Name: Tammy L. Sullivan
Title: Managing Member

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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 IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: Beanpot Realty Trust II, LLC
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Conroy, Conroy & Durant, P.A.
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105

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 accept the obligations of my position as registered agent.



(Signature)

March 10, 2005

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