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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 619532 152759A

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : September 27, 2005

ORDER TIME : 12:10 PM

ORDER NO. : 619532-005

CUSTOMER NO: 152759A

CUSTOMER: Ms. Janet Pellicane
John A. Nold, P.A.
995 North Collier Boulevard
Marco Island, FL 34145

DOMESTIC FILING

NAME: B & E PROPERTIES, L.L.C.

EFFECTIVE DATE:

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF ORGANIZATION OF B & E PROPERTIES, L.L.C.
(a limited liability company)

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act (the "Act"), do sign, verify and deliver in duplicate to the Secretary of State of the State of Florida these Articles of Organization.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the limited liability company (which is hereinafter referred to as the "Company") shall be: B & E Properties, L.L.C. (a limited liability company).

ARTICLE II

Period of Duration

The Company shall exist for thirty (30) years from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless sooner dissolved according to law.

ARTICLE III

Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: (1) to purchase and sell investment real estate properties; and (2) to carry on any business or activity related to or in connection with the foregoing and to have and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

ARTICLE IV

Registered Office and Agent

The original registered agent and registered office of the Company will be John A. Nold, P.A., 995 North Collier Boulevard, Marco Island, Florida 34145. The Company's principal place of business and mailing address in Florida is 8579 Chase Perserve Drive, Naples, Florida 34113.

ARTICLE V
Additional Members

The existing Members shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement.

ARTICLE VI
Continuation of Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of an event which terminates the continued Membership of a Member in the Company, the remaining Members of the Company shall have the right to continue the business of the Company if they unanimously agree to continue the business of the Company. The remaining Members must agree within sixty (60) days from the date of such event whether or not to continue the business of the Company. In the event that the remaining Members fail to continue the business of the Company within such sixty (60) day period, the Company shall be dissolved and liquidated in accordance with the provisions of the Act.

ARTICLE VII
Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Managers, and the rights and obligations of its Members, to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

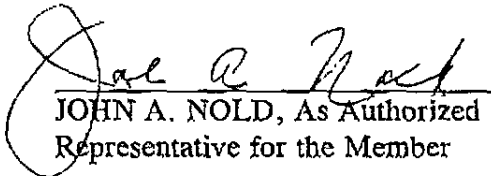
ARTICLE VIII
Management

The business of the Company shall be conducted under the exclusive management of its Member who shall have exclusive authority to act for the Company in all matters. The name and address of the Member is as follows: Brian M. Leale, 8579 Chase Preserve Drive, Naples, FL 34113.

ARTICLE IX
Transferability of Interests

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

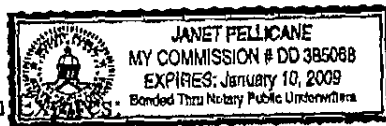
DATED this 27 day of September, 2005.


JOHN A. NOLD, As Authorized
Representative for the Member

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 27 day of September 2005, by John A. Nold, Esq., who is ☒ personally known to me or who have ☐ produced _____ as identification and who ☒ did ☐ did not take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument is personally known to me. If the words "did not" are not marked, then the person executing this instrument did take an oath.

My Commission




Notary Public

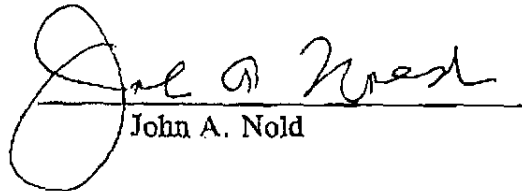
Janet Pellicane

Notary Printed Name

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for B & E Properties, L.L.C., at the place designated in the Articles of Organization, John A. Nold agrees to act in this capacity, and agrees to comply with the provisions of Florida Statutes relative to keeping open such office.

Dated: 27 September 2005


John A. Nold