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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers SEP 29 2005

LAW OFFICES
JACK ANDREW BAXTER, JR.

4530 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308
TELEPHONE: (954) 772-4460
FACSIMILE: (954) 771-0925

September 19, 2005

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32317

RE: Formation of Behrens Realty of Florida, L.L.C.

Gentlemen:

Enclosed are two (2) fully executed copies of Articles of Organization for Behrens Realty of Florida, L.L.C., together with my Trust Account check in the amount of \$125.00, payable to the Secretary of State, calculated as follows:

Filing Fee	\$100.00
Registered Agent Designation	<u>25.00</u>
	<u>\$125.00</u>

I have also enclosed a self-addressed envelope for your use in returning a certified copy of the filed Articles of Organization to me.

If you have any questions, please contact my office.

Very truly yours,


JACK A. BAXTER, JR.

JAB/slh
Enclosures
SEC OF STATE-LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BEHRENS REALTY OF FLORIDA, L.L.C.,
a Florida Limited Liability Company**

The undersigned, in forming a Florida limited liability company under Chapter 608 of the Florida Statutes, the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization for such Company.

ARTICLE I - NAME

The name of the limited liability company is **BEHRENS REALTY OF FLORIDA, L.L.C.** (the "Company").

ARTICLE II - DURATION

The existence of the Company shall begin on the date these Articles of Organization are filed with the Florida Department of State, and the period of duration shall be perpetual, unless earlier dissolved in accordance with the provisions of Article VI herein, or unless earlier terminated under the Act or the Operating Agreement of the Company.

ARTICLE III - ADDRESS

The mailing address and the street address of the principal office of the Company is 32801 Highway 441 North, Box 284, Okeechobee, Florida 34972. This address may be changed from time to time as provided in the Operating Agreement.

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TALLAHASSEE, FLORIDA

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ARTICLE IV - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of the Company is SCOTT BEHRENS, at 32801 Highway 441 North, Box 284, Okeechobee, Florida 34972.

ARTICLE V - ADDITIONAL MEMBERS

The Company shall have at least one (1) Member and additional Members may be admitted to the Company only upon the unanimous written consent of all of the then-existing Members of the Company, which consent may be unreasonably withheld. Any individual or entity who is subsequently admitted as a Member shall have all of the rights and obligations of the other Members.

ARTICLE VI - CONTINUITY OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining Members of the Company.

ARTICLE VII - MANAGEMENT

The overall management and control of the business and affairs of the Company shall be vested in its Members, as provided in these Articles of Organization and Section 608.407 of the Act. Any and all action by the Company shall require the vote of Members holding

a majority interest in the Company.

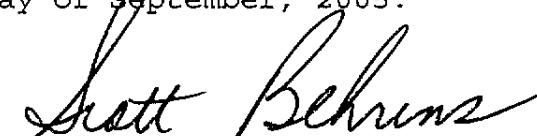
ARTICLE VIII - REGULATIONS

The regulation and management of the affairs of the Company shall be governed by the Operating Agreement of the Company. The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

ARTICLE IX - AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 9 day of September, 2005.

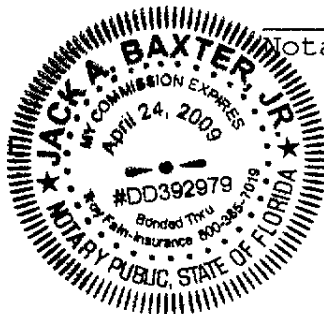

SCOTT BEHRENS

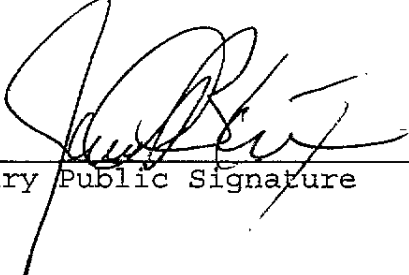

DARBRA BEHRENS

STATE OF FLORIDA)
 : ss.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me by SCOTT BEHRENS and DARBRA BEHRENS, as Members of BEHRENS REALTY OF FLORIDA, L.L.C., who are personally known by me or who presented _____ and _____, respectively, as identification, on the 9th day of September, 2005.

My Commission Expires





Notary Public Signature

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of BEHRENS REALTY OF FLORIDA, L.L.C., a Florida Limited Liability Company, as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of said BEHRENS REALTY OF FLORIDA, L.L.C.

Dated: September 9, 2005


SCOTT BEHRENS, Registered
Agent

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TALLAHASSEE, FLORIDA