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DIVISION OF CORPORATIONS
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LAW OFFICES
WILLIAMS, SMITH & SUMMERS, P.A.

380 WEST ALFRED STREET
TAVARES, FLORIDA 32778-3298

CHRISTOPHER J. SMITH
GARY L. SUMMERS
ROBERT O. WILLIAMS
W. GRANT WATSON

TELEPHONE:
(352) 343-6655
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January 24, 2007

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: **BESH PROPERTIES, LLC**

Dear Sir or Madam:

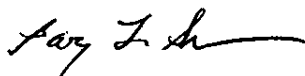
Enclosed are the original and one copy of the Articles of Organization for **BESH Properties, LLC**. Please file the original articles and return the copy with a stamp indicating that the Articles have been filed with your office.

Enclosed is our law firm check to cover the costs, which are as follows:

\$100.00	Filing Fee
5.00	Certificate of Status
<u>25.00</u>	Designation of Registered Agent
\$130.00	Total

Thank you for your attention to this matter.

Sincerely,



Gary L. Summers

GLS /ds
Enclosures

**ARTICLES OF ORGANIZATION
OF
BESH PROPERTIES, LLC**

The undersigned hereby certifies that he is one of the Members who are forming a limited liability company under Chapter 608, Florida Statutes, providing for the formation, rights, privileges, and immunities of limited liability companies for profit, and the following Articles of Organization are hereby adopted.

**ARTICLE I.
Name**

The name of the Limited Liability Company shall be BESH Properties, LLC.

**ARTICLE II.
Duration; Effective Date**

This Limited Liability Company shall exist perpetually, commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State.

**ARTICLE III.
Address; Principal office**

The mailing address of the Limited Liability Company and the principal office address of the Limited Liability Company is 350 North Sinclair Avenue, Tavares, Florida 32778.

**ARTICLE IV.
Registered Agent and Registered Office**

The name and the Florida street address of the registered agent are:

Duane K. Booth
350 North Sinclair Avenue
Tavares, Florida 32778

**ARTICLE V.
Purpose**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this state.

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ARTICLE VI.
Restrictions of Membership;
Right to Admit Additional Members

The right of a member to sell or transfer his or her interest in the Limited Liability Company shall be determined in accordance with the provisions, restrictions, and conditions of the operating agreement of this Limited Liability Company.

Admission of new members requires the vote of the members of the Limited Liability Company, as stated more particularly in the operating agreement. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company in accordance with the operating agreement of this Limited Liability Company.

The ownership interests and voting rights and interests of the members shall be determined in accordance with the operating agreement of this Limited Liability Company.

ARTICLE VII.
Continuation

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business of the Limited Liability Company upon the affirmative vote of a majority of the remaining members.

ARTICLE VIII.
Management

Management of the Limited Liability Company is reserved to its managing members and is, therefore, a member-managed company. The authority and duties of the managing members shall be as set forth in the operating agreement of the Limited Liability Company. The names and addresses of the managing members are as follows:

Duane K. Booth
350 North Sinclair Avenue
Tavares, Florida 32778

Robert A. Ern, Jr.
350 North Sinclair Avenue
Tavares, Florida 32778

Charles C. Hiott
350 North Sinclair Avenue
Tavares, Florida 32778

James Michael Straughan
350 North Sinclair Avenue
Tavares, Florida 32778

ARTICLE IX.
Operating Agreement

The members of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal the operating agreement, which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

ARTICLE X.
Amendment

These Articles of Organization may be amended by a vote of the members in accordance with the operating agreement of the Limited Liability Company.

The undersigned, being one of the initial members of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of BESH Properties, LLC. 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.

Executed by the undersigned on January 23, 2007.



Duane K. Booth, Managing Member

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of registered agent for BESH Properties, LLC, and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

Dated this 23 day of January, 2007.



Duane K. Booth