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B. KOHR

NOV 25 2008

EXAMINER

Advanced Incorporating Service, Inc.

1010 San Luis Road
P.O. Box 20396
Tallahassee, FL 32316

Phone: 850-575-2723
Fax: 850-575-2724
Email: orders@advancedincorporating.com
Website: www.advancedincorporating.com

NAME OF ENTITY <u>BES-Avalon, LLC</u> _____ _____ _____	08 NOV 25 PM 4:15 FILED TALLAHASSEE, FLORIDA FOR OFFICE USE ONLY
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PICK ONE:

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FILING:

____ CORPORATION ☒ LLC ____ LIMITED PARTNERSHIP ____ GENERAL PARTNERSHIP
____ FICTITIOUS NAME ____ SERVICEMARK/TRADEMARK ____ AMENDMENT
____ FOREIGN QUALIFICATION ____ JUDGMENT LIEN
____ OTHER _____

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Notes: _____

ARTICLES OF ORGANIZATION

FOR

BES-AVALON, LLC

A FLORIDA LIMITED LIABILITY COMPANY

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the limited liability company is **BES-AVALON, LLC**

ARTICLE II - Address

The initial mailing address and street address of the principal office of the limited liability company is 2632 Mandan Trail, Winter Park FL 32789.

ARTICLE III - Duration

The Company shall be dissolved and its affairs wound up in accordance with the Florida Limited Liability Company Act (the "Act") and the Company's Operating Agreement on December 31, 2058 unless the term shall be extended by amendment to the Company's Operating Agreement and this Certificate, or unless the Company shall be sooner dissolved and its affairs wound up in accordance with the Act or the Company's Operating Agreement.

ARTICLE IV - Management

The limited liability company is to be managed by one or more managers, and the name and address of the managers who are to serve as the initial managers of the limited liability company are:

Ronald N Schwartz
PO Box 536428
Orlando, FL 32853

Bonita E Schwartz
PO Box 536428
Orlando, FL 32853

ARTICLE V - Admission of Additional Members

The admission of additional members to the limited liability company shall require the consent and shall be on such terms and conditions as are determined by a vote of not less than fifty one percent (51%) of the Percentage Interests (as defined in the regulations of the Company) of the then existing members of the limited liability company.

ARTICLE VI - Members' Rights to Continue Business

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on the death, bankruptcy or dissolution of a member or the occurrence of any other event as specified in the regulations of the limited liability company which results in the disassociation of a member from the limited liability company, upon the written consent of not less than fifty one percent (51%) of the Percentage Interests (as defined in the regulations of the Company) of such remaining members to continue the business of the limited liability company.

Executed this 24th day of November, 2008.



WARREN E. WILLIAMS,
Authorized Representative of a Member

This document was prepared by
and should be returned to:

Warren E. Williams, Esquire
312 Wing Lane
Winter Park, Florida 32789

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
BES-AVALON, LLC
a Florida limited liability company**

Pursuant to the provision of Section 608.415 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating its registered office/registered agent in the State of Florida.

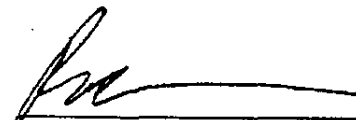
1. The name of the limited liability company is:

BES-AVALON, LLC

2. The name and address of the registered agent and office is:

Ronald N Schwartz
2632 Mandan Trail
Winter Park, FL 32789

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.



RONALD N SCHWARTZ

Date: November 24, 2008