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EXAMINER

B. KOHR

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THE NEWMAN GROUP, INC

6801 Lake Worth Road Suite 119 Lake Worth, Florida 33467 Phone: 561-642-6999 Fax: 561-642-3377

Email: LBN@newmanadvisors.com

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November 11, 2009

Registration Section Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

To Registration Section, Division of Corporations:

Re: B TOWN, LLC

I have enclosed the original and one (1) copy of the Articles of Organization and a check in the amount of \$125.00 for the Filing Fee and Designation of Registered Agent. The Letter of Acknowledgement is to be sent to:

Larry B. Newman
The Newman Group, Inc
6801 Lake Worth Road
Suite 119
Lake Worth, Florida 33467

If you have any questions concerning this filing please call Larry B. Newman at 561-642-6999.

Sincerely,

Larry B. Newman

President

Articles of Organization

of

B TOWN, LLC

ARTICLE I

The name of the Limited Liability Company shall be B TOWN, LLC

ARTICLE II

The mailing and street address of the principal office is 3227 Medinah Circle, Lake Worth, FL 33467.

ARTICLE III

The name of the registered agent is Larry Newman, and the street address of the registered office of the Limited Liability Company shall be at 6801 Lake Worth Road, Suite 119, Lake Worth, FL 33467.

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 as provided for in Chapter 608, Florida Statutes.

Jany C

Larry Newman

ARTICLE IV

The names and addresses of each of the members or managing member are as follows:

Managing Member

John Brazelton 3227 Medinah Circle Lake Worth, FL 33467

ARTICLE V

The organization is engaged in investing and managing real estate and any other activities or business permitted under the laws of the United States and the State of Florida.

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