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January 5, 1996

WRITER'S DIRECT LINE:

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900001682309
-01/09/96--01044--005
****337.50 ****337.50

Re: BTS/Somerset L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Organization for filing with regard to BTS/Somerset L.C. Also enclosed is a check in the amount of \$337.50 for the filing fee plus the cost for a certified copy. I would appreciate it if you would return the certified copy to me at the above address.

If you have any questions, please don't hesitate to call. Thank you for your cooperation in this matter.

Sincerely,
Karen S. Faucette
Karen S. Faucette
Secretary to
Joseph E. Resende

,ksf

Enclosures

cc: Mr. Jeffrey J. Milton

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FILED
96 JAN - 8 PM 5:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1-10-96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

These Articles of Organization, to be effective upon filing, are entered into for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act (the "Act").

FIRST: The name of the limited liability company is BTSC/SOMERSET L.C. (the "Company").

SECOND: The purposes for which the Company is formed are as follows:

A. To acquire, develop, construct, own, manage, finance, lease or otherwise deal with real estate on its own behalf or on behalf of other persons or entities;

B. To act as general partner, limited partner, joint venturer, beneficiary, trustee or other participant in other entities formed for the purpose of acquiring, developing, constructing, owning, managing, financing, leasing or otherwise dealing with real estate;

C. To act as general contractor, construction manager, property manager, consultant or in any other capacity in connection with real estate; and

D. To engage in any act or activity for which limited liability companies may be formed under the Act.

The foregoing purposes, objects and businesses of the Company are made in furtherance, and not in limitation, of the powers conferred upon the Company by law, and are not intended, by the mention of any particular purpose, objective or business, to in any manner limit or restrict the generality of any other purpose, objective or business mentioned, or to limit or restrict any of the powers of the Company. The Company is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to limited liability companies which are contained in the Act.

THIRD: The Company's mailing address and principal office within the State of Florida shall be 1149 Periwinkle Way, Sanibel Island, Florida 33957.

FOURTH: The Company's registered agent shall be John J. Naumann, a Florida resident, with an address of 1149 Periwinkle Way, Sanibel Island, Florida 33957.

FIFTH: The Members of the Company are authorized to make, alter or repeal Regulations to govern the affairs of the Company. Such Regulations shall be adopted by the consent of a majority in ownership interest of the Members and may be altered or repealed in accordance with their terms.

SIXTH: The initial Members of the Company are as follows:

BTS Development Corporation
1149 Periwinkle Way
Sanibel Island, Florida 33957

BTS Construction Corporation
1149 Periwinkle Way
Sanibel Island, Florida 33957

Additional Members may be admitted to the Company in accordance with its Regulations by the consent of a majority in ownership interest of the Members.

SEVENTH: The Members may continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in accordance with the Regulations by the consent of a majority in ownership interest of the Members.

EIGHTH: The affairs of the Company shall be managed by its Managers pursuant to the Regulations. The initial Managers of the Company who will serve until their successors are elected and qualify are as follows:

John J. Naumann
1149 Periwinkle Way
Sanibel Island, Florida 33957

Jeffrey J. Milton
1149 Periwinkle Way
Sanibel Island, Florida 33957

NINTH: The duration of the Company shall be until December 31, 2010.

IN WITNESS WHEREOF, the undersigned Member has caused these Articles of Organization to be executed as of January 4, 1996, and acknowledges same to be its act and deed.

BTS DEVELOPMENT CORPORATION

By:


Jeffrey J. Milton,
Chief Executive Officer

CONSENT TO SERVE AS REGISTERED AGENT


FILED

96 JAN -8 PM 5:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, John J. Naumann, by his signature hereon, evidences his consent to serve as the registered agent for service of process of BTSC/Somerset L.C. in the State of Florida in accordance with the Florida Limited Liability Company Act and affirms that he is familiar with and accepts the obligations of that position.

Registered Agent:



John J. Naumann

