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ATTORNEYS AND COUNSELORS AT LAW
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O. VICTOR BUTLER, JR., P.A.
ROGER J. McDONALD, P.A.
WALTER R. MOON, P.A.
ROBERT H. BOSCH, JR.

TELEPHONE (407) 888-6888
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October 8, 1996

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

700001970447
-10/10/96--01038--003
*****285.00 *****285.00

RE: B & H Development, L.L.C.

Dear Sir:

Enclosed please find the original and one copy of Articles of Organization for the new corporation listed above. I have enclosed my firm's check in the amount of \$285.00 which represents the filing fee.

Once the above referenced Articles have been filed, please forward to my office in the enclosed pre-addressed, stamped envelope the receipt for the filing of same.

Thank you for your assistance in this matter and if you have any questions, please contact me.

Sincerely,

Walter R. Moon

Walter R. Moon

WRM:ba
Enclosures
sec-st-lcc.ltr

Betty

Betty GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Members addresses*
DATE *10-14-96*
DOC. EXAM. *AB*

FILED
96 OCT 10 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 14 1996

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY
OF
B & H DEVELOPMENT, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
NAME**

The name of the Limited Liability Company is B & H DEVELOPMENT, L.L.C.

**ARTICLE II.
ADDRESS**

The mailing address and street address of the principal office of this Limited Liability Company shall be 2124 Canocreek Road, St. Cloud, Florida 34769.

**ARTICLE III.
DURATION**

The period of duration for the Limited Liability Company shall be in perpetually.

**ARTICLE IV.
MANAGEMENT**

The Limited Liability Company is to be managed by the members hereinafter set forth:

- | | | |
|-------------------|---------------|--|
| 1. Al Bruno | 65% ownership | All at 2124 Canocreek Road, St. Cloud, FL 34769. |
| 2. Tamas Hetesy | 25% ownership | |
| 3. Robert Wallace | 10% ownership | |

ARTICLE V.

ADMISSION OF ADDITIONAL MEMBERS

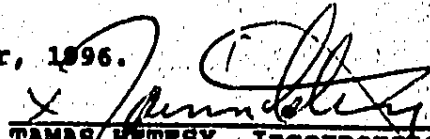
The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions

shall be pursuant to terms of the Bylaws of the Limited Liability Company as adopted.

**ARTICLE VI.
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the Limited Liability Company to continue the business 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 the Limited Liability Company shall be pursuant to the terms of the Bylaws adopted by the Limited Liability Company.

Dated this 8th day of October, 1996.


TAMÁS HETESÝ, Incorporator
and Member

bahdevel.llc

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned managing member of B & H Development, L.L.C. deposes and says:

1. The above named Limited Liability Company has three (3) members.

2. The total amount of cash contributed by each member and the percentage of ownership is as follows:

MEMBER	CASH CONTRIBUTED	PERCENTAGE OF OWNERSHIP
Al Bruno	\$1,950.00	65%
Tamas Hetesy	\$ 750.00	25%
Robert Wallace	\$ 300.00	10%


3. The agreed value of property other than cash to be contributed by the members is \$561,000.00 and constitutes real property to be taken in the name of the Limited Liability Company.

4. The amount of cash or property anticipated to be contributed by each member is undetermined.

5. The total amount of 2, 3, and 4 is \$564,000.00.


Tamas Hetesy, Member

SWORN TO and subscribed before me this 8 day of October, 1996.


Name: WALTER R. MOON
NOTARY PUBLIC
My Commission Expires:

b&hdevel.aff



WALTER R. MOON
MY COMMISSION # 00474700 EXPIRES
September 4, 1999
BOONVILLE, NEW YORK

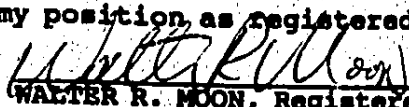
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/
REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is B & H
DEVELOPMENT, L.L.C.

2. The name and address of the registered agent and
registered office is Walter R. Moon, Attorney at Law, 1218 E.
Robinson Street, Orlando, Florida 32801.

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.


WALTER R. MOON, Registered Agent

Dated: Oct/2/96

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TALLAHASSEE, FLORIDA