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LAW OFFICES OF
MICHAEL R. STORAGE, P.A.
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MIAMI, FLORIDA 33143
(305) 661-4221
FAX NO. 665-2334

MICHAEL R. STORAGE, P.A.

August 16, 2001

Department of State
Division of Corporations
409 East Gains Street
P. O. Box 6327
George Firestone Building
Tallahassee, Florida 32399

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-08/20/01--01098--005
*****60.00 *****60.00

RE: B. C. G. of Key Largo, L. C. O/F#97-6138

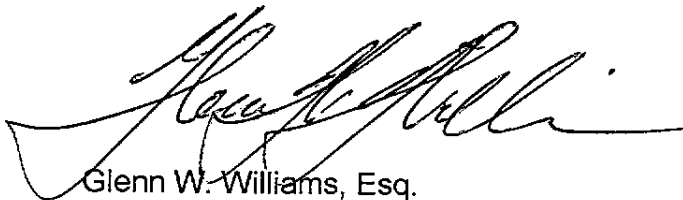
Dear Sir or Madam:

Enclosed please find the following:

- (1) Amended and Restated Articles of Organization for B. C. G. of Key Largo, L. C.
- (2) Check #12314 in the sum of \$60.00, which includes the \$25.00 filing fee for the Amended and Restated Articles of Organization and the \$35.00 for a certified copy to be returned to this office.
- (3) A self-addressed stamped envelope.

Please have the Amended and Restated Articles of Organization filed and a certified copy returned to our office in the enclosed self-addressed stamped envelope. If you have any questions please contact the undersigned at (305) 661 - 4221.

Sincerely,



Glenn W. Williams, Esq.
688gbyr01

FILED
01 AUG 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L98-179
AK

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
B. C. G. OF KEY LARGO, L. C.

PREAMBLE

The undersigned hereby adopt these Amended and Restated Articles of Organization effective upon the date of filing with the Secretary of State of the State of Florida. This Amended and Restated Articles of Organization supercedes the original Articles of Organization filed on February 6, 1998.

ARTICLE I
NAME

The name of this Limited Liability Company is:

B. C. G. OF KEY LARGO, L. C.

ARTICLE II
ADDRESS OF OFFICE AND AGENT

2.1 Place of Business. The initial business and mailing address of the Company is: 99696 Overseas Highway, Key Largo, Florida 33037, or such other place or places as the Member may designate from time to time.

2.2 Registered Agent. The initial Registered Agent of the Company is: JAMES S. LUPINO, whose address is 90130 Old Highway, Tavernier, Florida 33037.

ARTICLE III
MANAGEMENT

The Company shall be Manager - Managed.

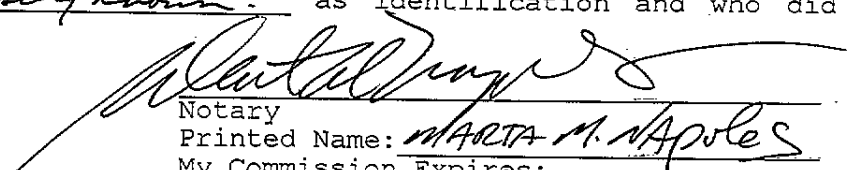
IN WITNESS WHEREOF the undersigned, as Organizers hereby duly execute this Amended and Restated Articles of Organization this 31st day of July, 2001, and asserts that said Articles are being filed with the Secretary of State of Florida in accordance with Florida Statutes Section 608.411(5).



LEE G. GANIM, Managing Member

STATE OF FLORIDA)
COUNTY OF MONROE}

The foregoing instrument was acknowledged before me this 31 day of July, 2001, by LEE G. GANIM, who is personally known to me or has produced Personally known as identification and who did not take an oath.



Notary

Printed Name: MARTA M. NAPOLES
My Commission Expires: _____

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