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FRESE, NASH & TORPY, P.A.
ATTORNEYS AT LAW

GARY B. FRESE †
CHARLES IAN NASH *
VINCENT G. TORPY, JR. † §
GREGORY S. HANSEN †
J. PATRICK ANDERSON †
LAURA L. ANDERSON *
STEPHEN P. HEUSTON *
PATRICK F. ROCHE
LISA L. HOGREVE

930 S. HARBOR CITY BLVD.
SUITE 505
MELBOURNE, FLORIDA 32901

(407) 984-3300
FAX (407) 951-3741

† BOARD CERTIFIED IN TAXATION
* BOARD CERTIFIED IN WILLS,
TRUSTS & ESTATES
‡ BOARD CERTIFIED IN CIVIL TRIAL LAW
◇ BOARD CERTIFIED IN REAL ESTATE LAW
§ BOARD CERTIFIED IN BUSINESS LITIGATION

September 22, 1998

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: BAL Properties, L.L.C.
Our File No. 98-9679

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Articles of Organization and required Affidavit for the above-referenced limited liability company. Also enclosed is this firm's check in the amount of \$337.50 representing the filing fee. I would appreciate receiving a filed stamped copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & TORPY, P.A.

J. Patrick Anderson

FILED
98 SEP 24 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	9/25/98
Availability	dae
Document Examiner	DCC
Notar	DCC
Verifier	JPA:sld
Acknowledgement	DCC
W. P. Verifier	DCC

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ARTICLES OF ORGANIZATION
OF
BAL PROPERTIES, L.L.C.

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TALLAHASSEE, FLORIDA

The undersigned person hereby adopts these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

ARTICLE I

The name of this limited liability company shall be BAL PROPERTIES, L.L.C. (the "Company").

ARTICLE II

The Company shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of the Company is to engage in any lawful business activity that is not prohibited with respect to a limited liability company organized according to the laws of the State of Florida.

ARTICLE IV

The initial street and mailing address of the principal place of business of the Company is 434 Atlantis Drive, Satellite Beach, Florida 32937.

ARTICLE V

The initial address in Florida of the initial registered office of the Company is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of the Company at that address is J. Patrick Anderson.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Additional Members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the regulations of the Company.

ARTICLE VII

The remaining Member(s) of the Company may continue the business upon 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 Company upon unanimous agreement and as provided in the regulations of the Company.

ARTICLE VIII

The Company shall be managed by one (1) or more managers. The number of initial managers, who shall serve as managers until the first annual meeting of the Members of the Company or until their successors are duly elected, shall be one (1). The name and address of such initial manager shall be as follows:

Robert L. Burns, Jr.
434 Atlantis Drive
Satellite Beach, FL 32937

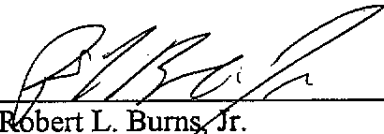
ARTICLE IX

The Members of the Company shall adopt regulations which shall contain provisions for the management of the business and the regulation of the affairs of the Company that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE X

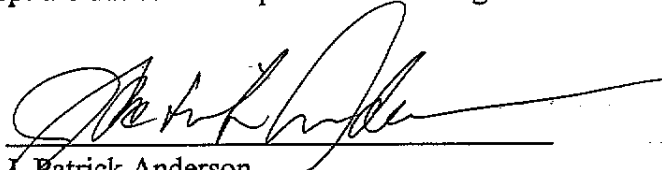
The Company shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization, this 21st day of September, 1998.



Robert L. Burns, Jr.

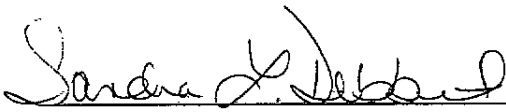
I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.



J. Patrick Anderson
Registered Agent

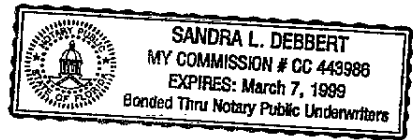
STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 21st day of September, 1998 by Robert L. Burns, Jr. He is personally known to me or produced _____ as identification and did not take an oath.



Notary Public
Printed Name: _____
My commission expires: _____

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TALLAHASSEE, FLORIDA

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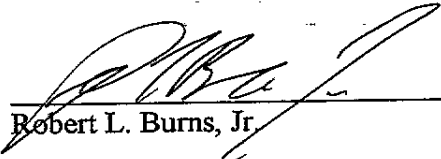
STATE OF FLORIDA
COUNTY OF BREVARD

ON THIS DAY, before me, the undersigned authority, duly authorized to take acknowledgements in the State and County last aforesaid, did personally appear ROBERT L. BURNS, JR. who, after first being sworn upon his oath, deposes and says:

1. BAL PROPERTIES, L.L.C. (the "Company"), a limited liability company formed under the laws of the State of Florida, has at least one (1) member.
2. The total amount of cash, and a description and agreed value of property other than cash contributed and anticipated to be contributed to the Company by its Members is as follows: Three Hundred Thousand and 00/100 Dollars (\$300,000.00) cash.

FURTHER AFFIANTS SAYETH NOT.

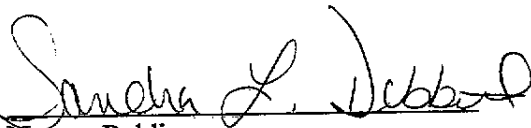
Signed this 21st day of September, 1998;



Robert L. Burns, Jr.

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 21st day of September, 1998 by Robert L. Burns, Jr. He is personally known to me or produced _____ as identification and did not take an oath.



Notary Public

Printed Name: _____

My commission expires: _____

