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ACCOUNT NO. : 072100000032

REFERENCE : 149798 138285A

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$337.50

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 26 PM 1:34

ORDER DATE : February 26, 1999

ORDER TIME : 10:41 AM

ORDER NO. : 149798-005

CUSTOMER NO: 138285A

300002788723--8

CUSTOMER: Bruce J. Sperry, Esq  
BRUCE J. SPERRY, PA  
BRUCE J. SPERRY, PA  
Suite 1  
1003 S. Alexander Street  
Plant City, FL 33566

DOMESTIC FILING

NAME: BMF, L.C.

EFFECTIVE DATE: 337.50

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: \_\_\_\_\_

99-1097

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document	<i>[Signature]</i>
Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Under	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

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ARTICLES OF ORGANIZATION

OF  
BMF, L.C.

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be BMF, L.C. ("Company"). The principal place of business of the Company in Florida shall be 305 Winston Creek Parkway, Lakeland, Florida 33810, and the mailing address shall be 305 Winston Creek Parkway, Lakeland, Florida 33810.

ARTICLE II

DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2039, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III

PURPOSES AND POWERS

The general purpose for which the Company is organized is the transportation of goods and property and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Bruce J. Speerry, Esquire, 1003 South Alexander Street, Suite 1, Plant City, Florida 33566.

ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
Samuel J. Patterson, Jr.	\$25,000.00
Edd Baldwin	<u>PROPERTY CONTRIBUTION</u> two (2) tractor/trailer rig valued at \$20,000.00

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ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

ARTICLE VII

ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII

TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The Company shall be dissolved upon the death, retirement, resignation, insanity, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least (2) remaining members.

ARTICLE IX

MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

NAME

ADDRESS

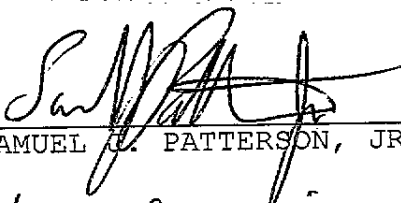
Samuel J. Patterson, Jr.

2006 Country Club Court  
Plant City, Florida 33567

Edd Baldwin

119 Colony Drive N.W.  
Calhoun, Georgia 30701

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization for the foregoing uses and purposes this 24th day of February, 1999.

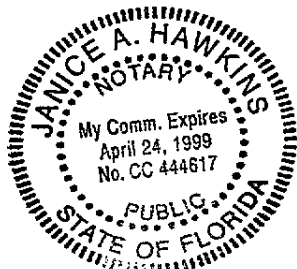
  
SAMUEL J. PATTERSON, JR.

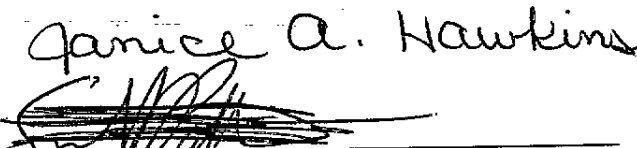
  
EDD BALDWIN

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STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of February, 1999, by SAMUEL J. PATTERSON, JR. who declared his identity and who has produced his Driver's License as personal identification.



  
Name: Janice A. Hawkins  
Notary Public, State of Florida  
My commission expires: \_\_\_\_\_  
My commission number: \_\_\_\_\_

STATE OF GEORGIA  
COUNTY OF Gordon

The foregoing instrument was acknowledged before me this 18<sup>th</sup>  
day of February, 1999, by EDD BALDWIN who declared his identity and  
who has produced his Driver's License as personal identification.

Nancy H. Hearn  
Name: \_\_\_\_\_  
Notary Public, State of Georgia  
My commission expires: 1-22-2000  
My commission number: \_\_\_\_\_

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CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

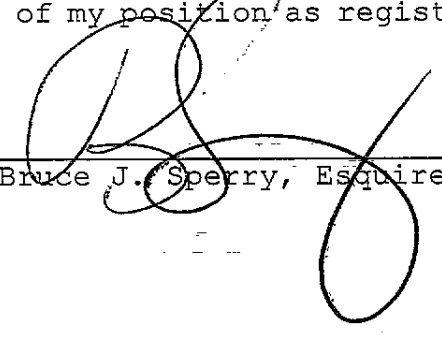
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. Name. The name of the limited liability company is BMF, L.C.

2. Registered Office. The address of the registered office of the limited liability company is 1003 South Alexander Street, Suite 1, Plant City, Florida 33566.

3. Registered Agent. Bruce J. Sperry, Esquire is appointed and, by his signature below, accepts appointment to act as the registered agent of BMF, L.C.

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.

  
\_\_\_\_\_  
Bruce J. Sperry, Esquire

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BMF, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member, SAMUEL J. PATTERSON, JR. is \$25,000.00.
3. The agreed value of property other than cash contributed by member, EDD BALDWIN, is \$20,000.00.
4. The total amount of cash or property contributed and anticipated to be contributed by member(s) is \$45,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.


Dated: February 24, 1999.

  
\_\_\_\_\_  
SAMUEL J. PATTERSON, JR.

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DIVISION OF CORPORATIONS

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of February, 1999, by SAMUEL J. PATTERSON, JR. who declared his identity and who has produced his Driver's License as personal identification.

  
Name: Janice A. Hawkins  
Notary Public, State of Florida  
My commission expires: \_\_\_\_\_  
My commission number: \_\_\_\_\_

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