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ATTORNEYS AT LAW

September 19, 1999

Secretary of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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STUART JAY LEVINE
TASO M. MILONAS**
ALAN M. ORAVEC***
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JAMES E. THOMISON***
JOEL W. WALTERS****

* Board Certified Real Estate Attorney
** Board Certified Tax Attorney
*** Board Certified Health Law Attorney
**** Certified Circuit Court Mediator

EMAIL:

Re: B3 INVESTMENTS, LLC

Dear Sir or Madam:

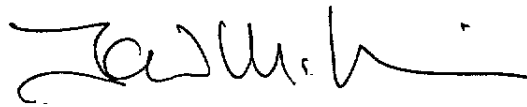
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*****337.50 *****337.50

We are enclosing an original and one copy of Articles of Organization for filing on behalf of the above-referenced limited liability company, together with our check in the amount of \$337.50 to cover the filing fees and one certified copy.

Please file the Articles, certify the enclosed copy and return the certified copy to us in the envelope provided.

Thank you for your attention to this matter.

Sincerely yours,



Taso M. Milonas

TMM/ea
Enclosures

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AL/

ARTICLES OF ORGANIZATION
OF
B3 INVESTMENTS, L.L.C.

The undersigned as authorized agent of the sole member hereby executes and acknowledges these Articles of Organization for the purpose of forming a limited liability company pursuant to Chapter 608, Florida Statutes, and hereby states the following:

ARTICLE I

Name

The name of this limited liability company shall be: B3 INVESTMENTS, L.L.C.

ARTICLE II

Address

The mailing address and street address of the principal office of this limited liability shall be:

16120 US 19 North
Clearwater, Florida 33764

ARTICLE III

Purpose

The general purpose for which this limited liability company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under Chapter 608, Florida Statutes.

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ARTICLE IV

Duration

The period of duration for this limited liability company shall commence September 20, 1999 or such later date if that later date is five (5) days prior to the date of filing these Articles of Organization with the Florida Department of State and shall thereafter be perpetual.

ARTICLE V

Management

This limited liability company is to be managed by the sole member and the name and address of the managing member are:

William H. Hood, III Revocable Trust
c/o William H. Hood, III, Trustee
16120 US 19 North
Clearwater, Florida 33764

ARTICLE VI

Admission of Additional Members

Additional members may be admitted upon the unanimous written consent of the members of this limited liability company.

ARTICLE VII

Members Rights to Continue 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 this limited liability company, the remaining member(s) may by unanimous written consent elect to continue the business of this limited liability company.

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ARTICLE VIII

Affidavit of Membership and Contributions

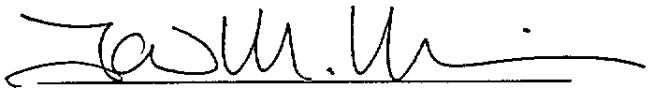
The undersigned authorized representative of the sole member of this limited liability company certifies:

1. the above-named limited liability company has at least one member;
2. the total amount of cash contributed by the sole member is \$1,000;
3. the value of property other than cash contributed by the sole member is \$0.00;
4. the total amount of cash and property contributed and anticipated to be contributed by the sole member is \$4,380,000.

ARTICLE VIII

Amendment to Articles of Organization

The members reserve the right to amend, alter, change or repeal any provision(s) contained in these Articles of Organization.



Taso M. Milonas,
as authorized representative of the
William H. Hood, III Revocable Trust as
sole member of B3 Investments, L.L.C.

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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.

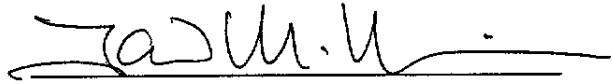
1. The name of the limited liability company is: B3 INVESTMENTS, L.L.C.
2. The name and the Florida street address of the registered agent are:

Taso M. Milonas
1515 Ringling Boulevard, Suite 900
Sarasota, Florida 34236

ACCEPTANCE OF REGISTERED AGENT

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.

DATED this 20th day of September, 1999.


Taso M. Milonas

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