1 1990 Gesch, D. O. 6374 Attorney at Law

JOHN C. GESCH

September 29, 1999

2365 SOUTH CONGRESS AVENUE WEST PALM BEACH, FLORIDA 33406 TEL. (561) 964-7400 FAX (561) 964-7504

via FedEx Tracking No. 8132 1440 9848

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

500003001785--4 -09/30/99--01064--012 ****285.00 *****285.00

Attn: New Filings Section

Re: B.T.'S LAND COMPANY, LLC

Dear Sir/Madam:

Enclosed herein for filing please find the original and one copy of Articles of Organization, Affidavit of Membership and Contributions, and Certificate of Designation of Registered Agent/Registered Office for the above-referenced company. I am also enclosing check # 104 in the amount of \$285.00 in payment of filing fees, etc., and one certified copy of Articles.

Sincerely,

JOHN C. GESCH, R.A.

John C. Gesch

JCG:lag Enclosures 50

FILED 90 SEP 30 FM 3: 27 SEP 30 FM 3: 27

ARTICLES OF ORGANIZATION

QE

B.T.'S LAND COMPANY, LLC

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

ARTICLE I - NAME

The name of the limited liability company shall be B.T.'S LAND COMPANY, LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 4219 Nova Lane, Lantana, Florida 33462.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Benjamin Townend, 4219 Nova Lane, Lantana, Florida 33462.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the

(Page 1 of 4)

100 SEP 30 PM 3:

cash or property as follows:

B.M.W. Trust dated October 7, 1997 \$ 990.00

Benjamin Townend

\$ 10.00

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on 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 of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations

(Page 2 of 4)

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 name and address of the initial manager of the company are Benjamin Townend, 4219 Nova Lane, Lantana, Florida 33462.

ARTICLE X - OWNERSHIP UNITS

The 99 units owned by B. M.W. Trust dated October 7, 1997, shall be non-voting and the one (1) unit owned by Benjamin Townend shall be voting.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at West Palm Beach, Palm Beach County, Florida, on September 29, 1999.

BENJAMIN TOWNEND

B.M.W. TRUST DATED OCTOBER 7, 1997

By:

enjemin J. Townend, Trustee

By:

Michael R. Townend, Sr., Trustee

P.V

William C. Townend, Trustee

(Page 3 of 4)

Sworn to and subscribed before me this 24 day of September, 1999, by Benjamin

Townend, Benjamin J. Townend, Michael R. Townend, Sr., and William C. Townend.

Public, State of Florida

Personally Known

OR

Produced Identification

Type of Identification Produced:

JOHN C. GESCH 6 COMMISSION # CC 707376 EXPIRES JAN 22, 2002 BONDED THRU ATLANTIC BONDING CO., INC.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of B.T.'S LAND COMPANY, LLC, deposes and says:

- The above-named limited liability company has at least one
 (1) member.
- The total amount of cash contributed by the members is \$1,000.00.
- if any, the agreed value of property other than cash contributed by the members is \$0.00.
- 4. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

/

B.M.W. TRUST DATED OCTOBER 7, 1997

By:(

Benjamin J. Toxvirend,

By:

Michael B. Townend, Sr. Trustee

By

William C. Townend, Trustee

(Page 1 of 2)

Sworn to and subscribed before me this 29	day of September, 1999, by Benjamin
Townend, Benjamin J. Townend, Michael R. Michael R. Michael R. Mic	ownend, Sr., and William C. Townend.
Personally Known OR Produced Identification	JOHN C. GESCH COMMISSION # CC 707376 EXPIRES JAN 22, 2002 BONDED THRU ATLANTIC BONDING CO., INC.
Type of Identification Produced:	

99 SEP 30 PH 3: 27

CERTIFICATE OF DESIGNATION

OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, B.T.'S LAND COMPANY, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

- The name of the limited liability company is B.T.'S LAND COMPANY, LLC.
- The name and street address of the registered agent in Florida are:

Benjamin Townend 4219 Nova Lane Lantana, Florida 33462

The undersigned, being the person named in the articles of organization of B.T.'S LAND COMPANY, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

BENJAMIN TOWNEND, Registered Agent