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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 403231 81351A

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 155

ORDER DATE : October 7, 1999

ORDER TIME : 1:49 PM

ORDER NO. : 403231-005

CUSTOMER NO: 81351A

CUSTOMER: John P. Townsend, Esq
JOHN P. TOWNSEND, ESQ
JOHN P. TOWNSEND, ESQ

142 Eglin Parkway, Southeast
Ft. Walton Bch, FL 32548

000003009300-9

DOMESTIC FILING

NAME: BGB INVESTMENTS OF FLORIDA,
L.L.C.

EFFECTIVE DATE:

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: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT - 7 AM 9:09

HJM

RECEIVED
99 OCT - 7 PM 4:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
BGB INVESTMENTS OF FLORIDA, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT - 7 AM 9:09

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be BGB INVESTMENTS OF FLORIDA, L.L.C., and its principal office and mailing address shall be located at 3436 Highway 45 North, Meridian, Mississippi 39302, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of

the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental businesses; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while

acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

BGB Investments, LLC
(A Mississippi Limited Liability Company)
3436 Highway 45 North
Meridian, Mississippi 39302..

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous

consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Initial capital contributions in the total amount of \$30,000.00 cash shall be paid to the limited liability company by the member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their respective shares established by their initial capital contributions.

ARTICLE VII

DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is at 142 Eglin Parkway SE, Fort Walton Beach, Florida 32548, and the name of the company's initial registered agent at that address is John P. Townsend.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of BGB INVESTMENTS OF FLORIDA, L.L.C.

Executed by the undersigned at Fort Walton Beach, Florida
on October 5, 1999.

BGB INVESTMENTS, LLC,
a Mississippi Limited Liability Company

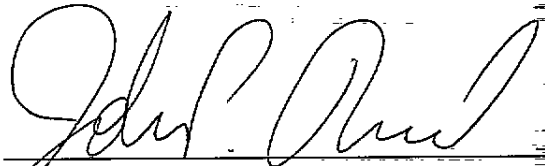
By: Clay Holladay
CLAY HOLLADAY, Manager

OATH OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

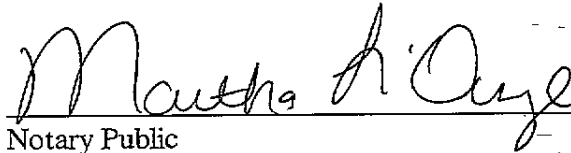
The undersigned, John P. Townsend of 142 Eglin Parkway SE, Fort Walton Beach, Florida 32548, hereby accepts appointment as Registered Agent for BGB INVESTMENTS OF FLORIDA, L.L.C., a Florida limited liability company, and acknowledges familiarity with, and accepts, the obligations of such appointment as provided in section 608.407, Florida Statutes.



JOHN P. TOWNSEND
142 Eglin Parkway, SE
Fort Walton Beach, FL 32548

SWORN TO AND SUBSCRIBED before me this 5th day of October, 1999 by John P.

Townsend () to me personally known/() who produced the following identification: _____



Notary Public

My Commission Expires: _____

