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STEPHEN H. ARTMAN, P.A.

Attorneys at Law

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Lakeland, FL 33803
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October 27, 1999

Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

10/29/99 10:45 AM
****133.75 ****130.00

RE: THREE B's GROVES, Limited Liability Company

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Organization for the above-referenced Limited Liability Company. I have enclosed our check in the amount of \$133.75 for filing fee.

Please file the Articles of Organization and return a certified copy to our office.

Thank you for your kind attention to this matter.

Sincerely,


STEPHEN H. ARTMAN

SHA/ch
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W99-25094



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 1, 1999

STEPHEN H ARTMAN, P.A.
908 SOUTH FLORIDA AVE.
STE 102, COLONIAL BLDG
LAKELAND, FL 33803

SUBJECT: THREE B'S GROVES LLC
Ref. Number: W99000025094

We have received your document for THREE B'S GROVES LLC and your check(s) totaling \$133.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 799A000522

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF
THREE B's GROVES
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is **"THREE B's GROVES, LIMITED LIABILITY COMPANY."**

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is: **812 N.E. 8th Street, Ft. Meade, Florida 33841.**

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be: **Perpetual existence**

ARTICLE IV — Management:

The LLC is to be managed by the members and the names and addresses of the Managing Member(s) are:

**William H. Bevis, Jr.
812 N.E. 8th Street
Ft. Meade, FL 33841**

**Hugh T. Bevis
812 N.E. 8th Street
Ft. Meade, FL 33841**

**Irma M. Bevis
812 N.E. 8th Street
Ft. Meade, FL 33841**

ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI — Members' Rights to Continue Business:

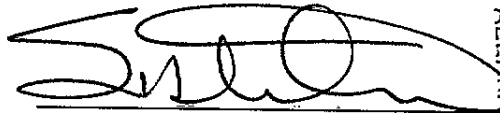
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members of the Company may continue the business upon the termination of membership of a member in the Company upon majority agreement and as provided in the Regulations of the Company.

ARTICLE VII — Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 30th day of November, 1999.



STEPHEN H. ARTMAN

Signature of an authorized
representative of a member
executing the Articles of Organization

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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:

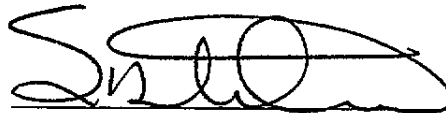
THREE B's GROVES, LIMITED LIABILITY COMPANY

2. The name and the Florida street address of the registered agent is:

**STEPHEN H. ARTMAN
908 South Florida Avenue, Suite 102
Lakeland, FL 33803**

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TALLAHASSEE, FLORIDA

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.



STEPHEN H. ARTMAN