

3218 01 06-22-1999 09:02:45

**ARTICLES OF ORGANIZATION
OF
B & T INDUSTRIES, L.L.C.**

51 NEW CORPORATION
\$150.00

2750545 19990623 R269 F 628



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ARTICLE I

The name of the Limited Liability Company shall be B & T Industries, L.L.C. ("Company").

ARTICLE II

The Company shall commence upon the filing of these Articles with the Secretary of State of the State of Kansas, and remain in existence indefinitely unless terminated pursuant to the terms of the operating agreement, or by operation of law.

ARTICLE III

The Company is organized for the purposes of engaging in any and all lawful activities for which a limited liability company may be formed under the laws of the State of Kansas.

ARTICLE IV

The address of the registered office of B & T Industries, L.L.C., in the State of Kansas is 1262 Sunset Drive, Wichita, Sedgwick County, Kansas 67212, and the name and address of its initial registered agent in the State of Kansas is Kasey D. Beltz, 1262 Sunset Drive, Wichita, Sedgwick County, Kansas 67212

ARTICLE V

The members of B & T Industries, L.L.C., may transfer their interests or admit additional members only as provided in the operating agreement of the company or on any terms to which the members unanimously consent.

ARTICLE VI

The members of the Company reserve the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by the Kansas Limited Liability Company Act.

ARTICLE VII

The Company shall be managed by two Managing Members. The names and addresses of the initial Managing Members are as follows:


B5, Inc.
1262 Sunset Drive
Wichita, Kansas 67212

Teichgraeber Enterprises, Inc.
P.O. Box 645
114 West Locust
El Dorado, Kansas 67042

ARTICLE VIII

There shall be an operating agreement adopted and approved by the members which shall govern the rights, duties and obligations of the members and the management committee and which shall contain other provisions for the regulation and management of the Company that are not inconsistent with the law or these articles of organization.

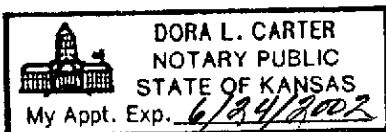
IN WITNESS WHEREOF, the undersigned, for the purpose of forming a limited liability company pursuant to the Kansas Limited Liability Company Act, does make these Articles of Organization as of the 2nd day of April, 1999.

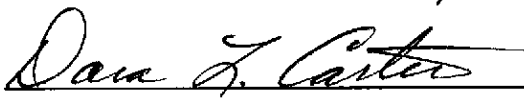

Kasey D. Beltz, Organizer

STATE OF KANSAS)
) ss:
COUNTY OF SEDGWICK)

BEFORE ME, the undersigned authority on this day personally appeared Kasey D. Beltz, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as his free and voluntary act.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 2nd day of April, 1999.




Notary Public

My Appointment Expires: