

STEVEN K. BAIRD, P.A.
ATTORNEY AT LAW

6301 Biscayne Boulevard
Suite 208
Miami, Florida 33138

phone (305) 757-6755
fax (305) 757-6756
e-mail skbaird@compuserve.com

L01000003615
February 24, 2001

Via FedEx

Department of State
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

900003784119--5
-03/08/01--01057--002
*****21.25 *****21.25

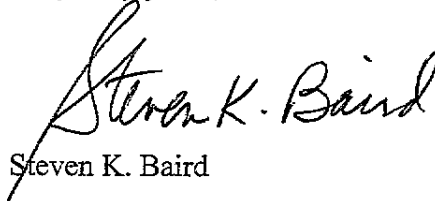
900003784119--5
-02/28/01--01001--007
****133.75 ****133.75

Re: BAS Group, LLC

Ladies and Gentlemen:

Enclosed are the original and two copies of the articles of organization to form a limited liability company: BAS Group, LLC. Also enclosed is our check in the amount of \$133.75, for the filing fee and for the registered agent designation, as well as for one certified copy, which should be sent to the undersigned.

Very truly yours,


Steven K. Baird

FILED
01 MAR -8 AM 9:01
TALLAHASSEE, FLORIDA

cc: Tony Brooks

62



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 1, 2001

STEVEN K. BAIRD
6301 BISCAYNE BLVD
SUITE 208
MIAMI, FL 33138

SUBJECT: BAS GROUP, LLC
Ref. Number: W01000004751

We have received your document for BAS GROUP, LLC and check(s) totaling \$133.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$21.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return 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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 301A00012809

FILED
01 MAR -8 AM 9:01
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BAS Group, LLC**

The undersigned member, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company shall be BAS Group, LLC

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company shall be 1234 Washington Avenue, Suite 204, Miami Beach, Florida, and the mailing address of the limited liability company shall be 1234 Washington Avenue, Suite 204, Miami Beach, Florida 33139.

**ARTICLE III
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Steven K. Baird, Esq.
Steven K. Baird, P.A.
6301 Biscayne Boulevard, Suite 208
Miami, Florida 33138

**ARTICLE IV
MANAGEMENT**

The limited liability company shall be managed by the member.

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TALLAHASSEE, FLORIDA

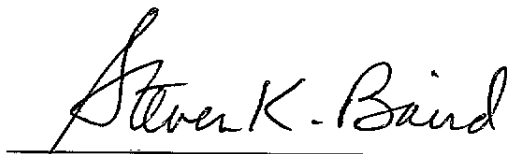
AFFIRMATION OF MEMBER

I, Anthony T.P. Brooks, am a member of the limited liability company formed by these Articles of Organization, and I hereby affirm and certify under penalty of perjury that the facts contained herein are true.


Anthony T.P. Brooks, Member

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.


Steven K. Baird, Registered Agent
February 23, 2001

FILED
01 MAR -3 AM 9:01
CLERK OF COURT
TALLAHASSEE, FLORIDA