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B1388-34835

LIMITED LIABILITY COMPANY

B & B'S OF AVENTURA, L.L.C.

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ARTICLES OF ORGANIZATION OF B & B'S OF AVENTURA, L.L.C.

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The undersigned hereby certifies that the members have associated together for the purpose of becoming a limited liability company under Chapter 608 of the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the charter and authority for the conduct of business of such limited liability company.

ARTICLE I

Name

The name of the limited liability company shall be B & B's of Aventura, L.L.C.

ARTICLE II

Address

The mailing address of the principal place of business is P. O. Box 812163, Boca Raton, Florida 33481-2163 and its street address is 16850 Jog Road, Suite 101, Delray Beach, Florida 33446, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE III

Management

The limited liability company is to be managed by one or more managers and is therefore a manager-managed company.

Charles A. Lubitz, Esq., 515 No. Flagler Dr., 19th Floor, West Palm Beach, Florida 33401
561-832-5900; Florida Bar No.: 234532

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ARTICLE IV**Purposes and Powers**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth 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 the 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 thereof, 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 herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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, property, 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 herein set forth, 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.
7. 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,

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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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE V

Initial Registered Office and Agent

The address of the initial registered agent of the limited liability company is 515 North Flagler Drive - 19th Floor, West Palm Beach, FL 33401, and the name of its initial registered agent at such address is Charles A. Lubitz.

The undersigned, being an authorized representative of the initial members of this limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of B & B's of Aventura, L.L.C.

Executed by the undersigned at West Palm Beach, Florida, and made effective on June 28, 2001.

Charles A. Lubitz
Charles A. Lubitz, an authorized representative of
the initial members of B & B's of Aventura, L.L.C.

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 these Articles of Organization, 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 as provided for in Chapter 608, F.S.

Charles A. Lubitz
Charles A. Lubitz, Registered Agent

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