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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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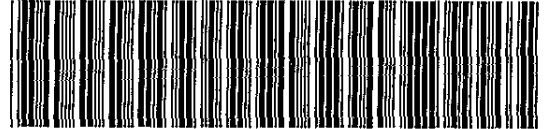
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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Handwritten signature and date: 2/7/03

LAW OFFICES  
**KENNETH F. DARROW, P.A.**

DADELAND TOWERS SOUTH  
PENTHOUSE 5  
9400 SOUTH DADELAND BOULEVARD  
MIAMI, FLORIDA 33156 - 2844

TELEPHONE  
(305) 670-8200  
FACSIMILE  
(305) 670-2048

February 04, 2003

Secretary of State  
State of Florida  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

Gentlemen / Ladies:

Enclosed please find two (2) original sets of the Articles of Organization for the following Limited Liability Company :

B y P ENTERPRISES, L.L.C.

Please return one Certified Copy of Record for the Limited Liability Company along with a Certificate of Status to our office.

A check for \$160.00, covering the fees for all of the above is also enclosed.

Should there be any questions, please do not hesitate to contact the undersigned,

Sincerely,

**KENNETH F. DARROW, P.A.**

  
Kenneth F. Darrow

KFD/cm  
Enclosures

cc: B y P Enterprise, L.L.C.  
Ricardo Bernasconi  
Carlos Petkovich

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**ARTICLES OF ORGANIZATION**

**FOR**

**By P ENTERPRISES, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - NAME:**

The name of the Limited Liability Company is:

B y P Enterprises, L.L.C.

**ARTICLE II - ADDRESS:**

The mailing address and street of the principal office of the Limited Liability Company is:

4315 N. W. 7<sup>th</sup> Street  
Ste. 21-25  
Miami, Florida 33126. 3562

**ARTICLE III - DURATION:**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MANAGEMENT:**

The Limited Liability Company is to be Manager - Managed, the name(s) and address(es) of the Manager(s) are:

Ricardo Bemasconi	4315 N. W. 7 <sup>th</sup> Street, Ste. 21-25, Miami, Florida 33126. 3562
José C. Petkovich	4315 N. W. 7 <sup>th</sup> Street, Ste. 21-25, Miami, Florida 33126. 3562

**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 by unanimous resolution and consent of the members under the same terms and conditions as set forth from time to time by the members.

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This Instrument Prepared By:

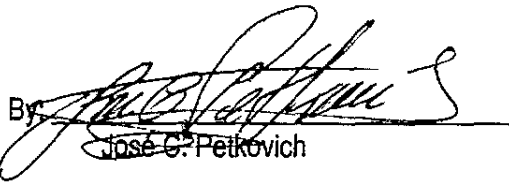
Kenneth F. Darrow., Esq.  
Dadeland Towers South, PH # 5  
9400 South Dadeland Boulevard  
Miami, Florida 33156. 2844 — 305. 670. 8200  
Florida Bar No. 210447

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**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 membership of a member in the limited liability company shall be as set forth in a unanimous resolution and consent of the remaining members and in the event there are less than two (2) members or in the event the remaining members do not reach a unanimous resolution with the determination of a membership of a member within fifteen (15) days from said termination, the limited liability company shall be dissolved.

The **UNDERSIGNED** Incorporator, for the purpose of forming a Limited Liability Company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

By:   
José C. Petkovich

Dated : 04<sup>th</sup> day of February 2003

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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 IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT IN THE STATE OF FLORIDA.


1. The name of the limited liability company is:

**B y P ENTERPRISES, L.L.C.**

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

Kenneth F. Darrow P.A.  
Kenneth F. Darrow, Esq.  
Dadeland Towers South  
Penthouse 5  
9400 South Dadeland Boulevard  
Miami, Florida 33156. 2844

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 STATUES 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.

  
SIGNATURE

04<sup>th</sup> day of February 2003  
DATE

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