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Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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LIMITED LIABILITY COMPANY

BDPB CLEARWATER, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
BDPB CLEARWATER, L.L.C.**

ARTICLE I - NAME

The name of the Limited Liability Company is: BDPB CLEARWATER, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: One S.E. Third Avenue, 15th Floor, Miami, Florida 33131.

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 managed by the following member and the name and address of such managing members is:

Name

Address

Barry M. Brant

One S.E. Third Avenue
15th Floor
Miami, Florida 33131

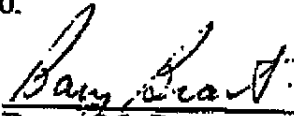
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ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Limited Liability Company is February 8, 2000.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Organization this 8th day of February, 2000.

Prepared:
Norman S. Weider, Esq.
100 S.E. 2 St. #3950
Miami, FL 33131
(305) 371-6338 - FL BAR #150388


Barry M. Brant
Managing Member

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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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: **BDPB Clearwater, L.L.C.**
2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.
100 S.E. 2nd Street
Suite 3950
Miami, Florida 33131

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

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STATE
FLORIDA

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N. S. Weider
NORMAN S. WEIDER, ESQ.

DATE: *2/8/00*

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