

Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

BCI ACQUISITION LLC

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**ARTICLES OF ORGANIZATION  
OF  
BCI ACQUISITION LLC**

Under Section 608.407 of the Florida Limited Liability Company Act.

The undersigned, acting as the authorized representative of a member of the limited liability company (the "Company") hereby being formed under Section 608.407 of the Florida Limited Liability Company Act (the "Act"), certifies that:

FIRST: The name of the Company is BCI Acquisition LLC.


SECOND: The term of the Company shall commence upon the date of filing of these Articles of Organization with the Department of State of the State of Florida and shall thereafter be perpetual.

THIRD: The mailing address and street address of the Company is 3300 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131-2385.

FOURTH: The name and address of the Registered Agent for service of process is M. Sakalo, Esq., c/o Stroock & Stroock & Lavan LLP, 3300 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131-2385, who has signed below to acknowledge that he is familiar with and accepts the obligations of that position.

  
(Signature of Registered Agent)

IN WITNESS WHEREOF, I have subscribed these Articles and do hereby affirm the foregoing as true under the penalties of perjury, this 21<sup>st</sup> day of July, 2000.

  
Jay M. Sakalo, as authorized representative of NBC Beverage Corp., a Member

PREPARED BY:  
Jay M. Sakalo, Esq.  
Florida Bar No. 0156310  
STROOCK & STROOCK & LAVAN LLP  
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200 South Biscayne Boulevard  
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