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LIMITED LIABILITY COMPANY

BE/ATHENA, L.L.C.

Certificate of Status	0
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L00-60305

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08/28/00

ARTICLES OF ORGANIZATION

of

BE/ATHENA, L.L.C.

The undersigned, being a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I
DURATION

BE/ATHENA, L.L.C. shall exist perpetually or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE II
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be BE/ATHENA, L.L.C., and its principal office and mailing office shall be located at 4305 N.W. 24th Way, Boca Raton, Florida 33431, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of BE/ATHENA, L.L.C. is 798 South Federal Highway, Suite 100, Boca Raton, Florida 33432, and the name of the company's initial registered agent at that address is Linda O. MacLaren.

ARTICLE IV
MANAGEMENT

Management of BE/ATHENA, L.L.C. is reserved to its members, and the name and address of the managing member is:

Nicholas Economos 4305 N.W. 24th Way
Boca Raton, Florida 33431


Such Manager shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

ARTICLE V
PURPOSES AND POWERS

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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Executed by the undersigned at Boca Raton, Palm Beach County, Florida on the 28 day
of August, 2000.


Nicholas Economos
Managing Member

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ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.

Linda O. MacLaren
Linda O. MacLaren

Dated: Aug 28, 2000

HALIBRARY\1.na\Economicus-BE-ATHENA\ArticlesofOrganization.BE-ATHENA.wpd

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