



L000000013604

ACCOUNT NO. : 072100000032

REFERENCE : 887981 81523A

AUTHORIZATION :

COST LIMIT : \$ 155.00

*Patricia Pigute*

ORDER DATE : November 6, 2000

ORDER TIME : 10:51 AM

ORDER NO. : 887981-005

CUSTOMER NO: 81523A

200003453062--4

CUSTOMER: Ms. Diane Decubellis  
Decubellis & Meeks

837 North Garland Avenue

Orlando, FL 32801

DOMESTIC FILING

NAME: BG FLORIDA 1, LLC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT. 1158

EXAMINER'S INITIALS:

APPROVED  
AND  
FILED  
100 NOV -6 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
00 NOV -6 PM 12:09  
TO ADOPTIVE  
SUFFICIENCY OF FILING

*11-6-00*

**ARTICLES OF ORGANIZATION  
OF  
BG FLORIDA 1, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I - Name:**

The name of the Limited Liability Company is BG Florida 1, LLC.

**ARTICLE II - Mailing Address**

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

11755 Wilshire Boulevard, Suite 900  
Los Angeles, CA 90025

**ARTICLE III - Initial Registered Agent**

The name and Florida street address of the Limited Liability Company's registered agent is:

*L28866*  
DeCubellis & Meeks, P.A.  
837 North Garland Avenue  
Orlando, FL 32801

**ARTICLE IV - Management**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing member is:

Deerbrook Group, LLC  
by: Steven J. Geller, Managing Member  
11755 Wilshire Boulevard, Suite 900  
Los Angeles, CA 90025

**FILED**  
00 NOV -6 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 6 day of November, 2000.

DeCUBELLIS & MEEKS, P.A.

By: 

Daniel L. DeCubellis

Registered Agent

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

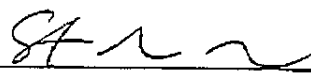
Unanimous Consent

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 member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members may elect, at their option, to continue the limited liability company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

APPROVED  
AND  
FILED  
00 NOV -6 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
Steven J. Geller, Authorized Representative  
of BG FLORIDA 1, LLC

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In accordance with SEction 608.408(3), Florida Statutes, the execution of...  
this Affidavit constitutes an affirmation under the penalties of perjury  
that the facts stated herein are true.)