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Division of Corporations

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From:
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LIMITED LIABILITY COMPANY**B & E INVESTMENTS, L.L.C.**

Certificate of Status	0
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 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF B & E INVESTMENT, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I.

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be B & E Investment, L.L.C., and its principal office shall be located at 2700 N. Military Trail, Suite 220, Boca Raton, Florida 33431 and the mailing address shall be 2700 N. Military Trail, Suite 220, 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 II.

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency,

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representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III.

MANAGEMENT

This limited liability company shall be managed by three (3) managers and is, therefore, a manager managed company. The name and address of the person who shall serve until the first annual meeting of members or until his successor is elected and qualified is as follows:

Manny Espallat whose address is 2700 N. Military Trail, Suite 220, Boca Raton, Florida 33431

Fernando A. Del Busto T. whose address is 2700 N. Military Trail, Suite 220, Boca Raton, Florida 33431

Mark B. Goldstein whose address is 2700 N. Military Trail, Suite 220, Boca Raton, Florida 33431

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ARTICLE V.

PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the limited liability company business. All losses that occur in the operation of the limited liability company business shall be paid out of the capital contributions and profits of the members.

ARTICLE VI.

DURATION

This limited liability company shall exist for perpetuity or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2700 N. Military Trail, Suite 220, Boca Raton, Palm Beach County, Florida 33431 and the name of the company's initial registered agent at that address is Mark B. Goldstein.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the Articles of Organization of B & E Investment, L.L.C.

Executed by the undersigned at Boca Raton, Palm Beach County, Florida this 16 day of November, 2000.

Under penalties of perjury the facts stated herein are true and correct.

B & E INVESTMENT, L.L.C.



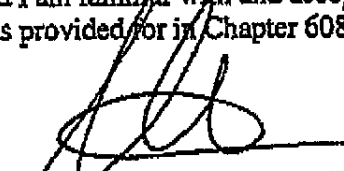
MARK B. GOLDSTEIN

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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 proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Mark B. Goldstein, Registered Agent

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