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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850)922-4003

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

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## LIMITED LIABILITY COMPANY

BSM &amp; A, L.C.

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
BSM & A, L.C.

### Article II. Address

The Company's street and mailing address is:  
BSM & A, L.C.  
444 Brickell Avenue  
Suite 300  
Miami FL 33131

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Corporate Creations Network Inc.  
941 Fourth Street #200  
Miami Beach FL 33139 UNITED STATES

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Stephen Bander | FL Bar Member 160679  
Bander, Fox-Isicoff & Associates, P.A.  
444 Brickell Avenue  
Suite 300  
Miami FL 33131  
305-358-5800  
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Article V. Management

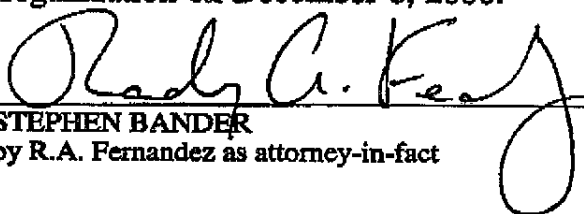
This will be a member-managed company. The name of each member is:

David Bittan Obadia

Article VI. Company Existence

The Company's existence shall begin effective as of December 6, 2000.

The undersigned authorized representative of a member executed these Articles Organization on December 6, 2000.

  
STEPHEN BANDER  
by R.A. Fernandez as attorney-in-fact

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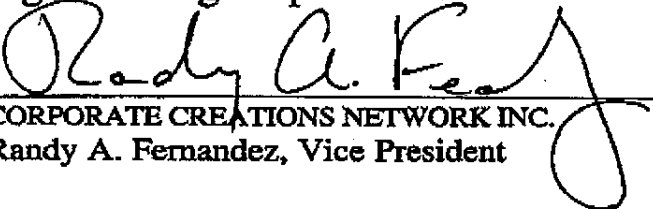
## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:  
BSM & A, L.C.

REGISTERED AGENT/OFFICE:  
Corporate Creations Network Inc.  
941 Fourth Street #200  
Miami Beach FL 33139 UNITED STATES

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
CORPORATE CREATIONS NETWORK INC.  
Randy A. Fernandez, Vice President

Date: December 6, 2000

Stephen Bander | FL Bar Member 160679  
Bander, Fox-Isicoff & Associates, P.A.  
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