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GREEN, KAHN, PIOTRKOWSKI

A PROFESSIONAL ASSOCIATION

317 SEVENTY-FIRST STREET
MIAMI BEACH, FLORIDA 33141

KAREN B. COHEN
MARVIN M. GREEN
BRUCE H. HORNSTEIN
DONALD J. KAHN
JOEL S. PIOTRKOWSKI

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AREA CODE 305
MIAMI 865-4311
TELEFAX 861-8813

April 11, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

700004009487-5
-04/13/01--01110--013
***125.00 ***125.00

Re: Articles of Organization of Bentley Holdings, LLC

Gentlemen:

Enclosed herewith are the Articles of Organization for Bentley Holdings, LLC.

Enclosed herewith is our check in the amount of \$125.00 representing the following:

Filing Fee	\$100.00
Resident Agent Fee	<u>25.00</u>
Total:	\$125.00

Please file the Articles of Organization and return the copy marked "filed" to the undersigned.

If you have any questions, please advise.

Very truly yours,

JOEL S. PIOTRKOWSKI

JSP:ss
Enclosures

FILED
APR 13 01 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

BENTLEY HOLDINGS, LLC

The undersigned, desiring to form a limited liability company pursuant to Chapter 608, Florida Statutes, state:

ARTICLE I

NAME

The name of this limited liability company is BENTLEY HOLDINGS, LLC.

ARTICLE II

DURATION

The duration of the limited liability company shall commence upon the filing of these Articles of Organization with the Florida Department of State and the issuance of the certificate of organization, and shall terminate fifty (50) years from the date of such certificate.

ARTICLE III

PURPOSE

It is the purpose of the limited liability company to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to acquiring, owning, holding, improving, using, selling, conveying, mortgaging or otherwise dealing in or with real or personal property, or interests in real or personal property, wherever situated.

ARTICLE IV

ADDRESS

The mailing address and the address of the place of business of the limited liability company in the State of Florida is 210 - 71st Street, Suite 309, Miami Beach, FL 33141, and the name and address of its initial Registered Agent is Joel S. Piotrkowski, Esquire, 317 - 71st Street, Miami Beach, Florida 33141.

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FLORIDA DEPARTMENT OF STATE

ARTICLE V

CASH AND PROPERTY CONTRIBUTED

The total amount of cash and a description and agreed value of property other than cash contributed is as follows: Cash in the amount of \$1,000.00.

ARTICLE VI

ADDITIONAL CONTRIBUTIONS

There is no agreement among the members to make additional contributions.

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members only upon the unanimous consent of the members and only in the event if the new member assumes the existing obligations set forth in the operating agreement.

ARTICLE VIII

CONTINUITY OF BUSINESS

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE IX

MANAGEMENT

Management of the limited liability company is reserved to the members, whose names and addresses are as follows:

Haim Yehezkel, 210 - 71st Street, Suite 309, Miami Beach, FL 33141

FILED
01 AUG 13 11:35
TALLAHASSEE
FLORIDA

