

Division of Corporations

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Florida Department of State

Division of Corporations

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Fax Number : (850) 205-0383

From:

Account Name : AGI REGISTERED AGENTS, INC.
Account Number : I20000000205
Phone : (305) 416-6800
Fax Number : (305) 416-6811

LIMITED LIABILITY COMPANY

~~BQ Limited, LLC~~

BQ Holdings, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 11, 2001

AGI REGISTERED AGENTS, INC.

SUBJECT: BQ LIMITED, LLC
REF: W01000010791

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity cannot include "LIMITED." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

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Document Specialist

FAX Aud. #: H01000065330
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF****BQ Holdings, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **BQ Holdings, LLC** (the "Company").

ARTICLE II -- ADDRESS

- (a) The principal address of the Company shall be 4643 Eagle Peak Drive, Kissimmee, Florida 34746.
- (b) The mailing address of the Company shall be c/o AGI Registered Agents, Inc., 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is AGI Registered Agents, Inc., 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.

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BQ Holdings, LLC

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating Agreement on file at the principal office of the Company (the "Operating Agreement").

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the consent of the members as set forth in the Operating Agreement.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement. A member may only transfer his or her interest in the Company as set forth in the Regulations and Operating Agreement of the Company.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by a manager or managers, who shall be governed, appointed and elected in accordance with the Articles of Organization, the Operating Agreement, the Regulations adopted by the members for the management of the business and the ordinary and customary affairs of the Company. The Regulations and the Operating Agreement, if any, may contain any provisions for the regulation and

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BQ Holdings, LLC

management of the affairs of the company not inconsistent with the law or these Articles of Organization. The name and address of the initial Managers of the Company are:

Balbino Blandon Rincon

4643 Eagle Peak Drive
Kissimmee, Florida 34746

Martha Solange Quesada Gomez

4643 Eagle Peak Drive
Kissimmee, Florida 34746FILED
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TALLAHASSEE, FLORIDA**ARTICLE X -- INDEMNIFICATION**

The Company shall indemnify each Member, Manager and Organizer of the Company against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a Member, Manager and/or Organizer of the Company to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 11th day of MAY, 2001.


Balbino Blandon Rincon, Manager
by Robert R. Adams, Esq. as Authorized Representative

SE1453.WPD

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

AGI REGISTERED AGENTS, INC.


Robert R. Adams, President

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