

Dominique Rihs, P.A.
L01000018001
31 S. BURLY COURT
TALLAHASSEE, FL 32314-4311
(941) 643-1845
(941) 643-5149 (FAX)

Dominique Rihs, Esq.
FLORIDA BAR BOARD
CERTIFIED IN REAL ESTATE

October 16, 2001

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600004639666--3
-10/17/01--01058--004
*****130.00 *****130.00

or for Federal Express 409 E. Gaines St. 32399

RE: BBG HOLDINGS, LLC

Enclosed is an original & one copy of the Articles of
Organization for the above Limited Liability Company along with
the filing fee payable to the Dept of State of :

- a) \$125.00 filing fee & Designation of Registered Agent
- b) \$ 5.00 Certificate of Status

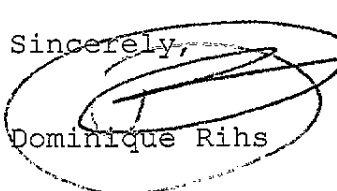
Aggregate check amount of \$130.00 to Dept. of State.

FOR ANY QUESTIONS OR ADDITIONAL MATTERS PLEASE CALL THE
UNDERSIGNED at (941) 643-1845.

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01 OCT 17 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~IF FOR ANY REASON YOU CAN NOT FILE YOU MUST
CALL ATTORNEY RIHS AT 941-643-1845.~~

Sincerely,


Dominique Rihs

L01-18001
OR

Enclosures: Articles of Organization original & 1 copy
Check for \$130 to Dept of State

ARTICLES OF ORGANIZATION FOR
BBG HOLDINGS, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I- NAME:

The name of the Limited Liability Company is: **BBG HOLDINGS, L.L.C.**

ARTICLE II- Address:

The mailing address & street address of the principal office of the Limited Liability Company is : 700 Vine Street, Suite 101, Kissimmee, FL 34741. The name & address of the Company's initial registered agent shall be Ben Lerner at 700 Vine Street Suite 101, Kissimmee, FL 34741.

ARTICLE III- Duration:

The period of duration for the Limited Liability Company shall be 30 years from the date these Articles are filed with the Department of State of the State of Florida, unless earlier terminated as provided in Article VII of these Articles of Organization or as provided by Florida Chapter 608, as amended from time to time.

ARTICLE- IV Purpose:

The purpose or purposes for which the Company is organized are : to hold properties for investment & lease; & for all other transactions that are legal under state & federal laws & which a limited liability company may engage in under Florida Chapter 608, as amended.

ARTICLE- V Management:

The Limited Liability Company is to be managed by the members and the name(s) & addresses(es) of the members are:

BEN LERNER
c/o Lerner Family Chiropractic Centres
700 Vine Street, Suite 101
Kissimmee, FL 34741

ARTICLE- VI Admission of Additional Members:

Additional members shall be admitted to the Company upon the approval of all then-existing members of the Company & upon such terms & conditions of admission as shall be established by agreement of all then-existing members of the Company.

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TALLAHASSEE, FLORIDA

ARTICLE- VII Members Rights to Continue Business:

The limited liability company shall have the right 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 if all the remaining members consent to the continuance of the Company's business notwithstanding the death, insanity, bankruptcy, retirement, resignation, expulsion or dissolution of any member. Further, the Company shall be dissolved upon unanimous agreement of all members or upon there being no member due to death, insanity, bankruptcy, retirement, resignation, expulsion or dissolution of a member.

ARTICLE- VIII Initial Capitalization:

The Company's initial capitalization shall be \$1,000.00. If any member has agreed to make any additional contribution of capital to the Company, the amounts of all such contributions (including the description & agreed value of any non-cash property) & the terms at which or events upon the happening of which (a "Triggering Event") such additional contributions shall be made, shall be described in the schedule entitled "B".

ARTICLE- IX Membership & Operating Agreement:

The members of the Company shall enter into a Membership & Operating Agreement to regulate the affairs of the Company; provided, however, that said operating agreement shall not contravene these Articles or the Act. The management of the Company shall be reserved to the members & the respective duties & authorities of each of the members shall be as set forth in their Membership & Operating Agreement.

IN WITNESS WHEREOF, the undersigned, being an initial member of the Company, for the purpose of forming a limited liability company under the Act has executed these Articles, this 15th day of October, 2001.

BY : BEN LERNER (100%)

STATE OF FLORIDA
COUNTY OF Collier

The foregoing Articles of Organization were acknowledged before me this 15th day of October, 2001 by Ben Lerner as the member of BBG HOLDINGS, LLC & said member is personally known to me OR X produced his drivers license as ID & did take an oath.

NOTARY SEAL:



Dominique Rihs
Commission # CC 945924
Expires Aug. 2, 2004
Bonded Through
Atlantic Bonding Co., Inc.

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT,
IN THE STATE OF FLORIDA.

1. The name of the limited liability company is : BBG
HOLDINGS, L.L.C.

2) The name & address of the registered agent and office is:

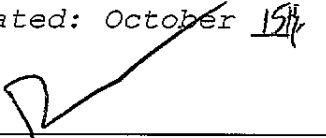
BEN LERNER
(Name)

700 Vine Street, Suite 101
Kissimmee Florida 34741

(Physical Address in Florida)

*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 any
duties & I am familiar with and accept the obligations of my
position as registered agent.*

Dated: October 15th 2001



Registered Agent
Ben Lerner

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01 OCT 17 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCHEDULE "B"
TO
ARTICLES OF ORGANIZATION
FOR
BBG HOLDINGS, LLC

There are no required additional contributions at this time nor any triggering event requiring additional contributions.

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