

Phone 305-375-0090, Fax 305-375-8183

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

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-06/19/02--01054--005
*****55.00 *****55.00

Enclosed are Restated and Amended Articles of Organization for BCOM-CLUB, LLC., a Florida limited liability company, and our check in the amount of \$55.00 covering the filing fee and the fee for a certified copy.

Sincerely,

A. Palach

Aslan Palachi
President.

ATTORNEY
AND
FIRM
12-19 AM10:13
DEPT. OF STATE
WASHINGTON, D.C.
12-19 AM10:13
DEPT. OF STATE
WASHINGTON, D.C.

10-20-02

AMENDED and RESTATED
ARTICLES OF ORGANIZATION
OF
BCOM-CLUB, LLC.

PREAMBLE

The undersigned hereby adopt these Articles of Organization effective upon the date of filing with the Secretary of State of the State of Florida.

ARTICLE I
NAME

The name of the Limited Liability Company is: BCOM-CLUB, LLC.

ARTICLE II
ADDRESS OF OFFICE AND AGENT

- 2.1 Place of Business. The initial business and mailing address of the Company is: 1201 Brickell Avenue, Suite 650, Miami, Florida 33131, or such other place or places as the Member may designate from time to time.
- 2.2 Registered Agent. The initial Registered Agent of the company is: Aslan Palachi, whose address is 1201 Brickell Avenue, Suite 650, Miami, Florida 33131.

ARTICLE III
MANAGEMENT

The Company shall be Manager – Managed.

IN WITNESS WHEREOF the undersigned, as Member, hereby duly executes these Articles of Organization this 7th day of June, 2002, and asserts that said Articles are being filed with the Secretary of State of Florida in accordance with Florida Statutes Sections 608.407 and 608.4081.

Aslan Palachi

ASLAN PALACHI, Authorized
Representative of
BCOM, Inc., as Member

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

The foregoing instrument was acknowledged before me this 7th day of June, 2002, by Aslan Palachi, who is personally known to me or has produced _____ as identification and who did not take and oath.



Jessica Torres
Notary

Printed Name: Jessica Torres

My Commissions Expires: 7/5/05

02 JUN 19 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE
AND
FILED

BCOM-CLUB, LLC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

The undersigned having been named Registered Agent to accept service of process for the above stated BCOM-Club, LLC., at the place designated in this Certificate, the undersigned ASLAN PALACHI, whose address is 1201 Brickell Avenue, Suite 650, Miami, Florida 33131, does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED: 7th day of June, 2002.



ASLAN PALACHI, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED