

L020000015219



Sigurd Jensen & Co.

June 12, 2002

REGISTRATION SECTION
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314

800005802358--3
-06/18/02--01010--003
****160.00 ****160.00

Re: BGH Management Holding LLC – Articles for Filing

Dear Sir/Madam:

Enclosed are the Articles of Organization for “BGH Management Holding LLC” for filing, along with our check in the amount of \$160.00 payable to Florida Department of State, to cover the following fees: \$100.00 filing fee for Articles; \$25.00 for designation of Registered Agent; \$30.00 for a certified copy; and \$5.00 for a certificate of status.

Please return the letter of acknowledgment and the optional certified copy and certificate of status to:

Sigurd Jensen Co.
8550 N.W. 17th Street, Suite 100
Miami, FL 33126
Attention: Brooke Macdonald (tel. 305-436-9568, ext. 103)

Thank you.

Sincerely,

Name	SIGURD JENSEN CO.
Availability	
Document Examiner	Trond S. Jensen, President
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
Verifier	DCC

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
BGH MANAGEMENT HOLDING LLC**

Article I. – Name

The name of the limited liability company is “BGH MANAGEMENT HOLDING LLC” (the “Company”).

Article II. – Address

The initial mailing address and street address of the principal office of the Company is 8550 N.W. 17th Street, Suite 100, Miami, FL 33126.

Article III. – Registered Agent

The name and street address of the Company’s initial Registered Agent is:

Sigurd Jensen Co.
8550 N.W. 17th Street, Suite 100
Miami, FL 33126
Attention: Hugh Brooke Macdonald

Article IV. – Management

The Company is a manager-managed company, and will be managed by a manager (the “Manager”) who shall be elected annually by the members in the manner provided in the Company’s Operating Agreement. The name and address of the Manager that will serve until the first annual meeting or until its successor is otherwise selected is:

Sigurd Jensen Co.
8550 N.W. 17th Street, Suite 100
Miami, FL 33126

Article V. – First Member

The first member of the Company is:

Sigurd Jensen Co.
8550 N.W. 17th Street, Suite 100
Miami, FL 33126

Article VI. – Admission of Additional Members

Additional members may be admitted from time to time as provided in the Company’s Operating Agreement, and the terms and conditions of such admissions shall require the vote of a majority-in-

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interest of the members, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

Article VII. – Members' Right to Continue Business

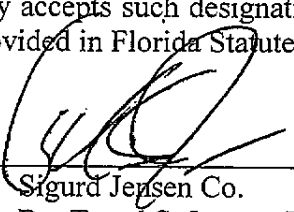
The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, in the manner provided by Florida law.

Article VIII. – Duration

The period for the duration of the Company is until December 31, 2049, unless sooner dissolved in accordance with the Company's Operating Agreement or Florida Law.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

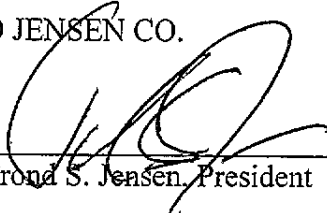
The undersigned, having been named as Registered Agent of BGH Management Holding LLC hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 608.415.

By: 
 Sigurd Jensen Co.
 By: Trond S. Jensen, President

Dated: June 12, 2002

EXECUTION BY MEMBER

SIGURD JENSEN CO.

By: 
 Trond S. Jensen, President

Dated: June 12, 2002

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