

L020000/6454

BENJAMIN S. SCHWARTZ  
4600 Olympic Way  
Evergreen, CO 80439  
303-670-5941 (phone)  
303-670-3871 (fax)

June 25, 2002

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

800006102978--3  
-06/28/02--01041--009  
\*\*\*\*185.00 \*\*\*\*185.00

Gentlemen:

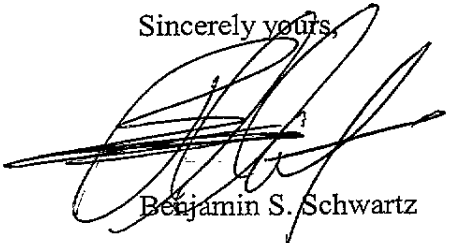
Enclosed herewith are Articles of Organization (3 executed copies) of JBD Holdings, LLC, a proposed Florida limited liability company in formation, together with a check payable to the Florida Department of State in the amount of \$185.00, which will cover the following costs:

Filing Fee - \$100.00  
Designation of Registered Agent - 25.00  
Certified Copies (2) - 60.00

Kindly return 2 certified copies of the Articles of Organization to the undersigned at your earliest convenience.

Thanks you for your cooperation in this matter.

Sincerely yours,



Benjamin S. Schwartz

Effective Date -  
7-1-02

02 JUN 28 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

JB  
7-1-02

ARTICLES OF ORGANIZATION

OF

JBD HOLDINGS, LLC  
(a Florida Limited Liability Company)

ARTICLE I - Name:

The name of this Limited Liability Company (the "Company") is:

JBD Holdings, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of this Company is:

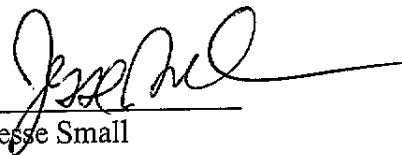
409 West Hallandale Beach Boulevard  
Suite 415  
Hallandale, FL 33009

ARTICLE III - Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

Jesse Small  
409 West Hallandale Beach Boulevard  
Suite 415  
Hallandale, FL 33009

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 my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Jesse Small  
Registered Agent

02 JUN 28 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

ARTICLE IV - Management

The Company shall be managed by one or more managers and is, therefore, is a manager-managed company.

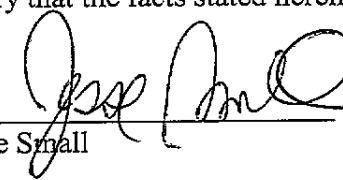
ARTICLE V - Effective Date

The date and time on which these Articles of Organization shall become effective shall be July 1, 2002 at 12:01a.m. EDT.

ARTICLE VI - Operating Agreement

The Company and its Members shall execute an Operating Agreement which shall set forth, inter alia, all matters required by law and such other matters as to which its Members shall have agreed.

These Articles of Organization have been executed and filed on behalf of the Company by the undersigned, an authorized representative of a Member of the Company, this 21 day June, 2002, and the undersigned acknowledges and agrees that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true

  
\_\_\_\_\_  
Jesse Small

SECRETARY OF STATE  
ALABAMA  
FILED

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APPROVED  
AND  
FILED