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(305) 670-8200

LAW OFFICES
KENNETH F. DARROW, P.A.
9400 SOUTH DADELAND BOULEVARD
PENTHOUSE 5
MIAMI, FLORIDA 33156

FACSIMILE
(305) 670-2048

LO2000022763
August 30, 2002

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

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-09/03/02--01055--001
****125.00 ****125.00

Re: Articles of Organization for BAPMEM, LLC

Dear Sir or Madam:

Enclosed please find in triplicate, the Articles of Organization of the following Limited Liability Company:

BAPMEM, LLC

Please return two certified copies of said Articles to our office. A check for \$125.00, covering the fees for the above is enclosed.

If you have any questions, please contact me at (305) 670-8200.

Sincerely,

KENNETH F. DARROW, P.A.

By: 

Kenneth F. Darrow

KFD/cm

Enclosures

cc: BAPMEM, LLC

02 SEP -3 AM 10:14
TALLAHASSEE, FLORIDA

9/3/02
ms

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

ARTICLE I - NAME:

The name of the Limited Liability Company is:

BAPMEM, L.L.C.

ARTICLE II - ADDRESS:

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

8880 S. W. 67th Court
Miami, Florida 33156. 1700

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT:

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

Robert Rosen	c/o: 8880 S. W. 67 th Court
	Miami, Florida 33156. 1700

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be by unanimous resolution and consent of the members under the same terms and conditions as set forth from time to time by the members.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:


The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a membership of a member in the limited liability company shall be as set forth in a unanimous resolution and consent of the remaining members and in the event there are less than two members or in the event the remaining members do not reach a unanimous resolution with the determination of a membership of a member within fifteen (15) days from said termination, the limited liability company shall be dissolved.

This Instrument Prepared By:

Kenneth F. Darrow., Esq.
Dadeland Towers South, PH #5
9400 South Dadeland Boulevard
Miami, Florida 33156. 2844 — 305. 670. 8200
Florida Bar No. 210447

02 SEP - 3 AM 10:14
FILED
TALLAHASSEE, FLORIDA

The **UNDERSIGNED** Incorporator, for the purpose of forming a Limited Liability Company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

By: 
Kenneth F. Darrow

Dated: 30th day of August 2002.

SEP 02 10:14 AM
02 SEP -3 AM 10:14
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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:

BAPMEM, L.L.C.

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

Kenneth F. Darrow, P.A.
Dadeland Towers South
Penthouse 5
9400 South Dadeland Boulevard
Miami, Florida 33156. 2844

RECEIVED
02 SEP - 3 AM 10:14
MILWAUKEE, 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 MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



SIGNATURE

30th day of August 2002

DATE