

02 NOV 12 AM 7:27

DIVISION OF CORPORATION

Division of Corporations

Public Access System

Public Filing Overview Sheet

Note: Please print this page and use it as a cover sheet. Type the name and number (shown below) on the top and bottom of all pages of the document.

((S-8))

TO:

Fax Number : (850) 205-0383

From:

Account Number : 110432003053

Fax Number : (305) 672-9110

Fax Number : (305) 672-9110

EFFECTIVE DATE

11-8-02

B Holdings, LLC

FILED
02 NOV 12 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

1/12 not

H02000224359

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:

B Holdings, LLC

Article II. Address

The Company's street and mailing address is:

B Holdings, LLC
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Raul J. Sanchez De Varona
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146

FILED
02 NOV 12 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Raul J. Sanchez De Varona | FL Bar Member 0844731
Raul J. Sanchez De Varona, P.A.
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146
305-667-7733

H02000224359

Copyright © 1993-2003 CC

H02000224359

Article V. Management

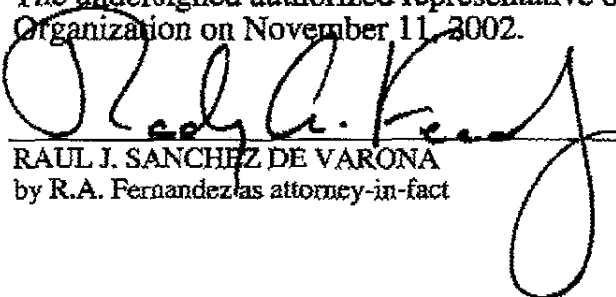
This will be a manager-managed company. The name and address of each manager is:

MIGUEL ANGEL BARBAGALLO
1320 South Dixie Highway Suite 280 Coral Gables FL 33146

Article VI. Company Existence

The Company's existence shall begin effective as of November 8, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on November 11, 2002.


RAUL J. SANCHEZ DE VARONA
by R.A. Fernandez as attorney-in-fact

FILED
02 NOV 12 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Raul J. Sanchez De Varona | FL Bar Member 0844731
Raul J. Sanchez De Varona, P.A.
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146
305-667-7733

H02000224359

Copyright © 1993-2003 CC

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

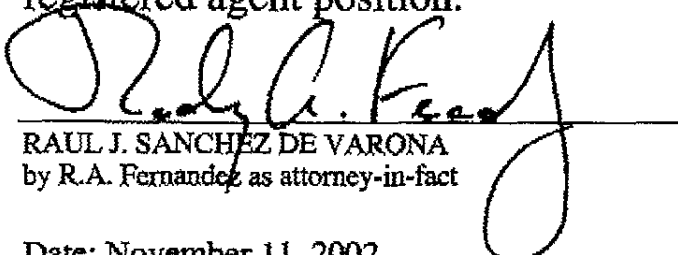
B Holdings, LLC

REGISTERED AGENT/OFFICE:

Raul J. Sanchez De Varona
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146

FILED
02 NOV 12 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


RAUL J. SANCHEZ DE VARONA
by R.A. Fernandez as attorney-in-fact

Date: November 11, 2002

Raul J. Sanchez De Varona | FL Bar Member 0844731
Raul J. Sanchez De Varona, P.A.
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146
305-667-7733