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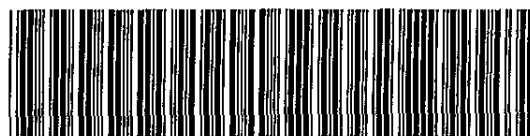
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LAW OFFICES

**JAMES R. MEROLA, P.A.**

11380 PROSPERITY FARMS ROAD, SUITE 204  
PALM BEACH GARDENS, FLORIDA 33410

TELEPHONE: (561) 622-1433 • FACSIMILE: (561) 622-6279

May 20, 2003

Secretary of State  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: BDC HOLDINGS, LLC / FORMATION OF LIMITED LIABILITY COMPANY  
(Our File No. 2758.01)

Gentlemen:

Enclosed herewith please find Articles of Organization of BDC Holdings, LLC, in duplicate. Kindly file the original and return the copy containing the filing information stamped thereon.

Also enclosed is our firm check in the amount of \$125.00 representing:

filing fee	\$100.00
designation of registered agent	\$ 25.00

If you have any questions, please do not hesitate to call.

Thank you.

Sincerely,

  
JAMES R. MEROLA

JRM/hjm  
Enclosures

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## ARTICLES OF ORGANIZATION

OF

### BDC HOLDINGS, LLC

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Organization for the purpose of forming a limited liability company under the Laws of the State of Florida.

#### ARTICLE I NAME AND ADDRESS

The name of the limited liability company shall be BDC HOLDINGS, LLC.

#### ARTICLE II DURATION

This limited liability company shall exist in perpetuity.

#### ARTICLE III PURPOSE

The limited liability company is organized for the purpose of engaging any and all activities or business permitted under the Laws of the State of Florida and of the United States of America.

#### ARTICLE IV ADDRESS

The mailing address and street address of the limited liability company is 964 Banyan Drive, Delray Beach, Florida, 33483.

#### ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the initial registered office of the limited liability company is Suite #204, 11380 Prosperity Farms Road, Palm Beach Gardens, Florida, 33410, and the name of the initial Registered Agent is JAMES R. MEROLA.

#### ARTICLE VI MEMBERS' RIGHTS

The members of this limited liability company shall have the right to admit

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additional members upon a vote of at least 51% of the managing members in favor of admitting such additional members and upon such terms and conditions as determined by said managing members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members of the limited liability company shall have the right to continue the business of the limited liability company.

#### ARTICLE VII MEMBERSHIP

The membership of the limited liability company shall consist of a minimum of one (1) member at all times. The number of members may be increased or decreased from time to time, but shall never be less than one (1). The name and address of the initial member is:

THE CORYAT FAMILY LIVING TRUST  
1216 Shoreline Drive  
Santa Barbara, California 93109

#### ARTICLE VIII MANAGEMENT

The management of the limited liability company is reserved to the members. The name and address of the managing member is:

THE CORYAT FAMILY LIVING TRUST  
1216 Shoreline Drive  
Santa Barbara, California 93109

#### ARTICLE IV CAPITAL CONTRIBUTIONS

The undersigned member hereby certifies and confirms that the limited liability company has at least one (1) member as set forth herein and that said member has contributed or will contribute capital to the limited liability company in the following amount:

THE CORYAT FAMILY LIVING TRUST	\$100.00
1216 Shoreline Drive	
Santa Barbara, California 93109	

The above-stated capital contributions represent the amount of cash and/or

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the agreed value of property other than cash contributed by each of the members at this time and said capital contribution may be increased, from time to time, by each of the members of this limited liability company.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization on this 8 day of May, 2003.

THE CORYAT FAMILY LIVING TRUST

By: \_\_\_\_\_

Trustee

STATE OF CALIFORNIA )  
COUNTY OF SANTA BARBARA )

The foregoing instrument was acknowledged before me this 8th day of May, 2003, by Brian Coryat as Trustee of THE CORYAT FAMILY LIVING TRUST, on behalf of the trust. (He/She is ☒ personally known to me or ☐ has produced \_\_\_\_\_ as identification.



Kristen White  
Kristen White (print name)  
Notary Public, State of California  
My Commission Expires: \_\_\_\_\_

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### REGISTERED AGENT'S ACCEPTANCE

Having been named as Registered Agent and to accept service of process for BDC HOLDINGS, LLC, 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, F.S.

James R. Merola  
James R. Merola