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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

DIVISION OF CORPORATION

03 SEP 26 PM 1:42
SECRETARY OF STATE
CHAS. E. FORD

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LIMITED LIABILITY COMPANY

B&B 4312 OCEAN, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

Handwritten signature/initials

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ARTICLES OF ORGANIZATION

FOR

B&B 4312 OCEAN, LLC

ARTICLE I. - NAME:

The name of this Limited Liability Company ("Company") shall be:

B&B 4312 OCEAN, LLC

ARTICLE II. - ADDRESS

The mailing address and street address of the principal office of the Company is:
2901 SW 8 Street, Suite 204, Miami, Florida 33135.

ARTICLE III. - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to law.

ARTICLE IV. - MANAGEMENT

The Company is to be managed by: a manager or managers and the name(s) and address of such manager is:

Jose R. Boschetti
2901 SW 8 Street, Suite 204
Miami, Florida 33135

C. Scott Bensch
10400 Griffin Road -- Suite 104
Cooper City, Florida 33328-3320

ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

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SEP 26 2003

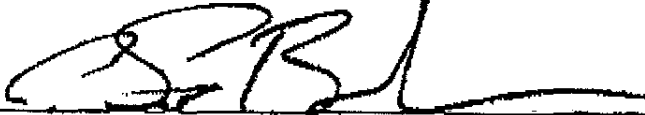
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ARTICLE VI. - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall be: determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.



Signature of a member or an authorized representative of a member

(In accordance with section 603.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

B&B 4312 OCEAN, LLC

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

C. SCOTT BENSCH

NAME

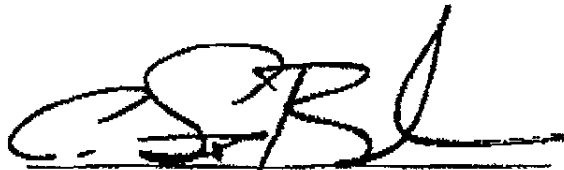
10400 Griffin Road - Suite 104

Florida street address (P.O. BOX NOT ACCEPTABLE)

Cooper City, Florida 33328-3320

CITY, STATE AND ZIP

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

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