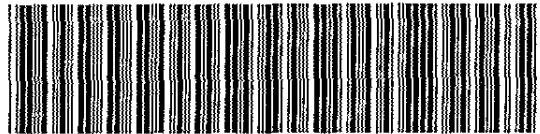


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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

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BBS LAND GROUP, LLC

FILED
03 OCT 22 PM 1:
CLERK OF STATE
TALLAHASSEE, FLOR

October 22, 2003

State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

**RE: Articles of Organization
 BBS Land Group, LLC**

Enclosed is a check in the amount of \$125.00, made payable to: Florida Department of State, along with the Articles of Organization for BBS Land Group, LLC.

Please call me if you have any questions or need additional information.

Sincerely,



Christopher J. MacNair
Manager

Attachments

Dep't of State WLG

**ARTICLES OF ORGANIZATION
OF
BBS LAND GROUP, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is BBS Land Group, LLC (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law. The effective date of these Articles of Organization shall be October 21, 2003.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and the mailing address of the Company is as follows: c/o Bayshore Land Group, Inc., 255 Alhambra Circle, Suite 325, Coral Gables, Florida 33134. The name and address of the Company's initial registered agent is as follows: Christopher J. MacNair, c/o Bayshore Land Group, Inc., 255 Alhambra Circle, Suite 325, Coral Gables, Florida 33134.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

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The Company shall be dissolved upon the first to occur of the following:

CLERK OF STATE
TALLAHASSEE, FLORIDA

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members.
- (c) The entry of a decree of judicial dissolution under the appropriate section of the Act.
- (d) Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

ARTICLE VI
MANAGEMENT

The Company will be managed by one or more managers and is, therefore, a manager-managed company. The names and addresses of the Company's managers are as follows:

NAME

ADDRESS

Jay Fertig

c/o Bayshore Land Group, Inc.
255 Alhambra Circle, Suite 325
Coral Gables, Florida 33134

Christopher J. MacNair

c/o Bayshore Land Group, Inc.
255 Alhambra Circle, Suite 325
Coral Gables, Florida 33134

Marc Boucher

170 Bonaventure Blvd., #102
Weston, Florida 33326

Jeff Scott

8265 SW 118 Terrace
Miami, Florida 33156

ARTICLE VII

PURPOSE

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The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act. TALLAHASSEE, FLORIDA

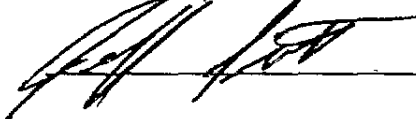
IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED
THESE ARTICLES OF ORGANIZATION ON THIS 22 DAY OF October, 2003.

Bayshore Land Group, Inc., Member

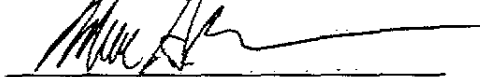
By: 

Jay Fertie, President

Jeff Scott, Member



Marc Boucher, Member



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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**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: BBS Land Group, LLC
2. The name and address of the registered agent and office is:

Christopher J. MacNair
c/o Bayshore Land Group, Inc.
255 Alhambra Circle, Suite 325
Coral Gables, Florida 33134

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.



Christopher J. MacNair

10/22/03

(Date)