

OCT 31 '03 09:44AM EST AD CASSEL
Division of Corporations

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LIMITED LIABILITY COMPANY

Brybar Holdings, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
BRYBAR HOLDINGS, LLC**

FILED
03 OCT 30 AM 10:23
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: BRYBAR HOLDINGS, LLC.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be 5030 Champion Blvd., G6 #166, Boca Raton, Florida 33496 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

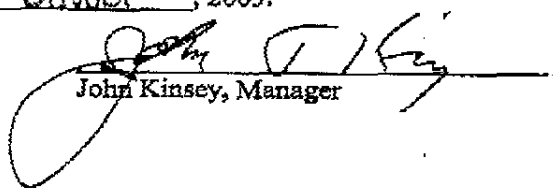
ARTICLE III

The initial registered office of this limited liability company is 5030 Champion Blvd., G6 #166, Boca Raton, Florida 33496. The initial registered agent at that address is John Kinsey.

ARTICLE IV

The limited liability company will be a manager-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 31st day of October, 2003.


John Kinsey, Manager

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

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

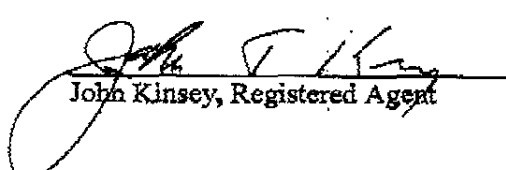
FIRST -- The name of the limited liability company is BRYBAR HOLDINGS, LLC.

SECOND -- The name and address of the registered agent and office is:

John Kinsey
5030 Champion Blvd., G6 #166
Boca Raton, Florida 33496

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.

Dated this 31st day of October, 2003.


John Kinsey, Registered Agent

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