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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

bl midway club 310 holding, llc

Certificate of Status	0
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 11, 2004

EMPIRE

SUBJECT: BH MIDWAY CLUB 310 HOLDING, LLC
REF: W04000009916

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MAR-11-2004 16:00

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ARTICLES OF ORGANIZATION

FOR

BH MIDWAY CLUB 310 HOLDING, LLC

ARTICLE I - NAME

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

BH MIDWAY CLUB 310 HOLDING, LLC

ARTICLE I. - ADDRESS

The mailing address and street address of the principal office of the Company is:
701 Brickell Avenue, Suite 2280, Miami, Florida 33131.

ARTICLE II. - DURATION

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

ARTICLE III - MANAGEMENT

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

Omar A. Hernandez
701 Brickell Avenue, Suite 2280
Miami, Florida 33131

and

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

ARTICLE IV. - 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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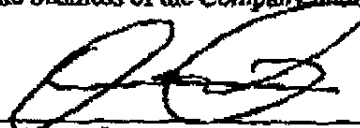
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ARTICLE V. - MEMBERS RIGHTS TO CONTINUE BUSINESS

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 608.408(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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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:

BH MIDWAY CLUB 310 HOLDING, LLC

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

OMAR A. HERNANDEZ
NAME

701 Brickell Avenue, Suite 2280

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

Miami, Florida 33131
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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