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TALLAHASSEE, FLORIDA

J. BRYAN JUN 21 2004

Law Offices of  
Leonard I. Singer

1860 Forest Hill Boulevard  
Suite 201  
West Palm Beach, Florida 33406

Leonard I. Singer  
Also Admitted to Practice  
in Massachusetts  
Patricia D. Curry, C.L.A.

June 17, 2004

Telephone  
561-433-4200  
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561-433-2988

Florida Dept. Of State  
Registration Section - Div. Of Corporation  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: BE Holding, LLC

Dear Sir or Madam:

Please find enclosed herewith an original and one copy of the Articles of Organization of BE Holding, LLC for filing with your office. I am further enclosing my check in the amount of \$160.00 for the filing fee, Designation of Registered Agent, Certified Copy and the Certificate of Status.

Kindly return the certified copy and the Certificate of Status to this office.

Should there be any question concerning this matter, please contact this office.

Very truly yours,

  
LEONARD I. SINGER

LIS:pdc  
Enclosures  
FedEx - 2 Day

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ARTICLES OF ORGANIZATION  
OF  
BE HOLDING, LLC

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ARTICLE I  
NAME

The name of the Limited Liability Company is BE HOLDING, LLC (the "Company").

ARTICLE II  
ADDRESS

The mailing address and street address of the principal office of the Company is 13492 Barcelona Lake Circle, Delray Beach, FL 33446.

ARTICLE III  
DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV  
MANAGEMENT

The Company is to be a member-managed company, and the name and address of the initials members are:

MARCY EISLER  
13492 Barcelona Lake Circle  
Delray Beach, FL 33446

JOEL BALIZER  
13641 Granada Mist Way  
Delray Beach, FL 33446

ARTICLE V

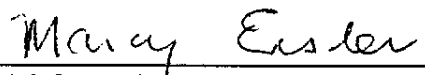

## ADMISSION OF ADDITIONAL MEMBERS

Members shall the right to admit additional members as provided by the Florida Limited Liability Act by a vote of a majority-in-interest of the members.

## ARTICLE VI MEMBERS' RIGHTS TO CONTINUE BUSINESS

The death, retirement, resignation, expulsion, dissolution, bankruptcy, disassociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

### MEMBERS:

  
\_\_\_\_\_  
MARCY EISLER  
  
\_\_\_\_\_  
JOEL BALIZER

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

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: BE HOLDING, LLC
2. The address of the registered agent and office is MARCY EISLER, 13492 Barcelona Lake Circle, Delray Beach, FL 33446

*Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by this certification, 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 the obligations of my position as a registered agent.*

  
\_\_\_\_\_  
MARCY EISLER

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REGISTERED AGENT DESIGNATIONS  
TALLAHASSEE, FLORIDA