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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUL 14 2004

**Mr. Robert Bradley Clemons
8376 Winter Berry Drive
Castle Rock, CO 80108
(303) 688-7763**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

June 29, 2004

Florida Department of State
Division of Corporations
Corporate Filings – Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed the Articles of Organization for the new Florida limited liability company, B.a.D. INVESTMENTS, LLC, along with a check made payable to the Florida Department of State in the amount of \$125.00, for the registration fee and the registered agent fee. We would appreciate receiving notice of acceptance of the Articles. Please contact me at the above telephone number or address if you have any questions or concerns.

Thank you for your anticipated courtesy and cooperation.

Very truly yours,



Robert Bradley Clemons

ARTICLES OF ORGANIZATION FOR
B.A.D. INVESTMENTS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:
B.A.D. INVESTMENTS, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

2721 Gulf of Mexico Drive
Unit 201
Longboat Key, FLA 34228

8376 Winter Berry Drive
Castle Rock, CO 80108

ARTICLE III - Registered Agent, Registered Office
& Registered Agent's Signature:

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

Derek J. Noll
5830 Midnight Pass Rd. #68
Sarasota, FL 34242

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Derek J. Noll
Registered Agent's Signature

ARTICLE IV - Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title

Name and Address

"MGR" = Manager

"MGRM" = Managing Member

MGRM

Robert Bradley Clemons
8376 Winter Berry Drive
Castle Rock, CO 80108

MGRM

Derek L. Noll
1460 S. Birch Street
Denver, CO 80222

REQUIRED SIGNATURE:

Robert B. Clemons
Robert B. Clemons

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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