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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

SANDCASTLE BG, LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

OF

SANDCASTLE BG, LLC

ARTICLE I

Name

The name of this Limited Liability Company is SANDCASTLE BG, LLC (the
"Company").

ARTICLE II

Address

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

265 River Road
Scarborough, New York 10510

ARTICLE III

Registered Office and Agent

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

CLASP Inc.
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

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 as provided for in Chapter 608, F.S.

CLASP Inc.
Registered Agent


Scott W. Duval, Vice President

Prepared by Scott W. Duval, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
239.262.8311
Florida Bar No. 0425885

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ARTICLE IV

Duration

The period of duration for the Company is perpetual.

ARTICLE V

Management

The Company is to be managed by one or more managers. The name and address of the initial manager of the Company is as follows:

Patrick R. Waterhouse
265 River Road
Scarborough, New York 10510

ARTICLE VI

Limitation on Agency

Authority of Members

Pursuant to Section 608.42335, Florida Statutes, no member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a member, and no member may bind the Company by taking any action solely by virtue of being a member.

ARTICLE VII

Written Operating Agreement

Any Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written Operating Agreement of the Company, as amended and in existence from time to time.

Dated this 27th day of December, 2004.


Scott W. Duval, authorized agent

(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.)