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EFFECTIVE DATE

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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

bto holdings, llc

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**ARTICLES OF ORGANIZATION
FOR
BTO Holdings, LLC
A Florida Limited Liability Company**

EFFECTIVE DATE
6-2-05

The undersigned, as a Member of BTO Holdings, LLC, a Florida Limited Liability Company does execute these Articles of Organization for the purpose of forming a Limited Liability Company pursuant to Chapter 608 of the Florida Statutes.

ARTICLE I

The name of the Limited Liability Company is:

BTO Holdings, LLC

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS**


19501 W Country Club Dr. TS-5 Aventura, Fl. 33180

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE, &
REGISTERED AGENT'S SIGNATURE**

Helen C. Costa, Esq.
7330 West 20th Avenue
Miami Lakes, Florida 33016

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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, Florida Statutes.



Registered Agent's Signature

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**ARTICLE IV
MANAGING MEMBER(S):**

The name and address of the Managing Member is as follows:

Title:

Name and Address:

Managing Member

Tyson Overman
17375 Collins Ave.
Unit 2503
Sunny Isles Beach, FL. 33160

Managing Member

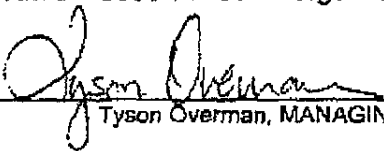
Brett Overman
19501 W Country Club Dr.
TS-5
Aventura, FL. 33180

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TALLAHASSEE, FLORIDA

**ARTICLE V
EFFECTIVE DATE**

June 2nd, 2005

In Witness whereof, Tyson Overman, the Managing Member of BTO Holdings, LLC, has hereunto executed these Articles of Organization this 2nd, day of June 2005.



Tyson Overman, MANAGING MEMBER

(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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