

LOS000100586

BARRY MASON

(Requestor's Name)

175 FRANK PAIS ROAD

(Address)

(Address)

HAYANA, FL. 32333

(City/State/Zip/Phone #)

850-539-1827

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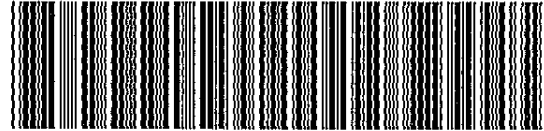
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**ARTICLES OF ORGANIZATION
OF
BGM CONSULTING, LLC**

The undersigned, pursuant to Chapter 608, the Florida Limited Liability Company Act, for the purpose of forming a limited liability company under the laws of the State of Florida do hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is **BGM CONSULTING, LLC** which is hereinafter referred to as "the Company."

ARTICLE II

PERIOD OF DURATION

The period of duration of the Company shall be perpetual or until dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act or these Articles of Organization.

ARTICLE III

PURPOSES

The purposes for which the Company is formed are to do any and all things hereafter set forth, to the same extent as natural persons in any part of the world, namely:

(a) **Principal Purposes.** The Company is formed to transact any and all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act, including but not limited to providing Transportation Consulting, Commercial Vehicle Enforcement Consulting and Design Consulting.

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(b) Ancillary Purposes. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are permitted or not forbidden by the Florida Limited Liability Company Act, by other law or by these Articles of Organization.

ARTICLE IV

POWERS

To carry out the purposes hereinabove set forth, the limited liability company shall have and exercise all the powers conferred on it by the laws of the State of Florida, including, but not limited to, the following:

To have and exercise all the powers specified or other wise permitted by the Florida Limited Liability Company Act;

To enter into, make, perform and carry out, or cancel and rescind contracts for any lawful arrangements for sharing profits or providing pensions to its employees;

To enter into general or limited partnership, limited liability company, corporation or joint venture, the purpose of which is similar to the purposes hereinafter set forth in this article;

To make any guaranty respecting stocks, dividends, securities, indebtedness, interests, contacts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranties are made in pursuance to the purposes set forth in this article;

To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, improve, manage, let as lessor, sub-divide, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character, and description whatsoever or any interest therein;

To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, give as security, exchange, sell, deal in and dispose of, either alone or in

conjunction with others, personal property, tangible or intangible, and commodities of every kind, character, and description whatsoever or any interest in them;

To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications for them, licenses, privileges, processes, copyrights and applications therefore, trademarks and applications for them, and trade names and applications for them;

To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property, and business of any domestic or foreign corporations, associations, partnerships, individuals, or other entities;

To borrow or raise monies from time to time, without limit as to amount; to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations there under by mortgage on, pledge of, or other security interest in the whole or any part of the assets of the corporation, whether at the time owned or after acquired;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To indemnify any person made a party to any action, suit, or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a Member, manager, officer, or employee of the limited liability company, or of any entity which he served in such capacity at the request of the limited liability company, against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of the action,

suit, or proceeding or in connection with any appeal in it, and to reimburse any such person any amount paid upon any judgment or in the reasonable costs of settlement of any such action, suit or proceedings; but to make no indemnification or reimbursement in relation to matters as to which it shall be finally adjudged in this action, suit, or proceeding that the Member, manager, officer, or employee is liable for gross negligence or willful misconduct in the performance of duty to the limited liability company;

To do all and everything necessary, suitable, or proper for the accomplishment of any of the enumerated purposes or any other purpose which the manager or the Members may deem advantageous for the limited liability company, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in conjunction with other limited liability companies, corporations, firms or individuals, and either as principals or as agents, and to do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the limited liability company, and the enjoyment and exercise thereof, conferred by the laws of the State of Florida.

ARTICLE V

ADDRESS AND REGISTERED AGENT

The mailing and street address of the place of business in Florida for the Company is:

c/o Barry Mason
175 Frank Pais Road
Havana, Florida 32333

The initial registered office of the limited liability company is **175 Frank Pais Road, Havana, Florida 32333**, and the initial registered agent at that address is. **Pamela Mason.**

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Having been named as registered agent and to accept service of process for the Company at the place designated above, 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.

Pamela Mason

Pamela Mason

ARTICLE V

INITIAL MEMBER

The name and mailing address of the sole initial Member of the Company is:

Barry Mason

175 Frank Pais Road
Havana, FL 32333

ARTICLE VII

ADDITIONAL MEMBERS

Additional Members may be admitted upon unanimous agreement of the then existing Members.

ARTICLE VIII

CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, bankruptcy or dissolution of a Member or any other event which terminates the continued membership of a Member, if any other Member remains, then the business of the Company shall continue and the company shall not be dissolved without the prior consent of all the remaining Members of the Company.

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ARTICLE IX

MANAGEMENT

The Company is to be managed by the Members. The current managing Member is

Barry Mason

**175 Frank Pais Road
Havana, FL 32333**

ARTICLE X

POWERS OF THE MANAGER

The managing Member(s) shall have the sole right to manage the business of the Company and may exercise all of the rights and powers of the Company as provided by law, the Florida Limited Liability Company Act or this instrument, including, but not limited to, the power:

(a) To sell, transfer, assign, convey, manage or otherwise dispose of or deal with all or any part of the Company's business or property;

(b) To acquire interests in real property and/or personal property (and mortgages thereon) directly or indirectly through the purchase of partnership interests in partnerships owning real and/or property, including the direct or indirect acquisition of real property in which the manager or the Members own any interest, develop any such real property and, in connection with the business of the Company, enter into financing transactions, and sale or leaseback of property, and the lease and/or purchase of property, and acquire any other assets consistent with the business of the Company, even if the manager or the Members own, directly or indirectly, an interest therein;

(c) To borrow money, arrange financing or refinancing or arrange modifications of existing debts, issue evidences of indebtedness, guarantee the indebtedness of others, and secure the same by mortgage, deed of trust, pledge of other lien, in furtherance of the Company's purposes and business;

(d) To execute and deliver such documents on behalf of the Company as may be deemed necessary or desirable for the Company's business;

(e) To perform, or cause to be performed, all of the Company's obligations under any agreement to which the Company or any nominee of the Company is a party, except in the event that the manager determines, in good faith, that such performance is not in the best interests of the Company or its Members; and

(f) To do any act that is necessary and incidental to carrying out the foregoing. Any person dealing with the Company or its property shall be entitled to rely fully upon any deed, mortgage, bill of sale, contract, lease, sublease, note or other written instrument signed by the manager in the name of or on behalf of the Company.

ARTICLE XI

LIABILITIES OF MEMBERS AND MANAGER

Members and any manager of the Company are not liable, solely by reason of being a Member or serving as a manager or managing Member, under a judgment, decree, or order of a court, or in any other manner, for a debt, obligation or liability of the Company and are not liable to the Company or to any such other Member, managing Member or manager for the Member's managing Member's, manager's, or other person's good faith reliance on the Company's Articles of Organization.

ARTICLE XII

INDEMNIFICATION

Unless expressly agreed otherwise in writing by all of the Members, the Company shall indemnify its Members in their management capacity to the fullest extent permitted under the Florida Limited Liability Company Act and other applicable law.

ARTICLE XIII

EFFECTIVE TIME

These Articles shall be effective when filed with the Florida Department of State.


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IN WITNESS WHEREOF, the undersigned, being all of the Members of this limited liability company, do hereunto subscribe their names this 17 day of OCTOBER, 2005.

BGM Consulting, LLC

BY ITS MEMBER:

Barry Mason.

By: 
Barry Mason
Its: Sole Proprietor

STATE OF FLORIDA
LEON COUNTY

The foregoing instrument was acknowledged before me this _____ day of _____, 2005, by Barry Mason, as sole proprietor of the sole member, BGM Consulting, LLC, on behalf of the company. He is personally known to me or has produced _____ as identification.

NOTARY SEAL

NOTARY PUBLIC
My Commission Expires: _____

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