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SEC. OF STATE
TALLAHASSEE, FLORIDA

6p

CommerceLawGroup

a professional limited company

Responding Office:

1115 N.W. 13th St.
Gainesville, FL 32601

February 24, 2006

Via Fed Ex

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

re: B-W Venture Group, LLC

To whom it may concern:

On behalf of the above-referenced Florida limited liability company, I have enclosed one executed original and one photocopy of the following document(s) for immediate filing:

- *Articles of Organization*

In that regard, I have also enclosed one check made payable to the "Florida Department of State" in the amount of \$155.00 to cover the applicable filing fees and request for certified copy of the enclosed filing (articles of organization--\$100.00; registered agent designation--\$25.00; and one certified copy of record--\$30.00).

Once filed, please return the certified copy to my attention at the address listed above. Thanks in advance.

Respectfully,



Rachel K. Bender,
Legal Assistant

Encl.

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TALLAHASSEE, FLORIDA

Articles of Organization
of
B-W VENTURE GROUP, LLC

ARTICLE I: NAME

The name of this limited liability company shall be B-W VENTURE GROUP, LLC (the "Company").

ARTICLE II: MAILING AND STREET ADDRESS

The Company's principal office location and mailing address shall be 1115 N.W. 13th Street, Gainesville, Florida 32601.

ARTICLE III: REGISTERED OFFICE AND AGENT

The registered office of the Company shall be 1115 N.W. 13th Street, Gainesville, Florida 32601, and the Company's registered agent at that address shall be Daniel White, Esquire.

ARTICLE IV: DURATION OF COMPANY'S EXISTENCE; MEMBER
WITHDRAWAL, RESIGNATION AND TERMINATION

This Company shall have perpetual existence. No member of this Company may withdraw or resign from this Company, except pursuant to the consent of not less than a "majority-in-interest" (as defined in this Company's articles of organization and/or operating agreement, as either may be amended from time to time (collectively, the "Governing Documents")), and then only in strict compliance with any other applicable term or condition that may be set forth in this Company's Governing Documents. Notwithstanding the immediately foregoing, nothing contained in this Article shall prevent a person's termination as a member of this Company pursuant to Section 608.4237 of the Florida Limited Liability Company Act, as amended (the "Act") or its successor provision.

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TALLAHASSEE, FLORIDA

ARTICLE V: PURPOSE AND POWERS

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company chooses to engage in business activities.

ARTICLE VI: ADDITIONAL MEMBERS

No person may be admitted as a member of or to this Company unless formally admitted pursuant to the consent of not less than a "majority-in-interest" (as defined under this Company's Governing Documents), and then only in strict compliance with any other applicable term or condition that may be set forth in this Company's Governing Documents.

ARTICLE VII: ASSIGNMENT OF INTEREST

Prior to the dissolution and winding-up of this Company, no interest in this Company of any kind whatsoever shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, except pursuant to the consent of not less than a "majority-in-interest" (as defined in the Company's Governing Documents), and then only in strict compliance with any other applicable term or condition set forth in this Company's Governing Documents. No transferee, assignee, successor or other holder of any interest in this Company shall have any vested right, privilege or entitlement to become or to be admitted as a member of this Company solely by virtue of receiving, owning or holding any such interest. Unless first formally admitted to this Company as a member in accordance with this Company's Governing Documents, no transferee, assignee, successor or other holder of any interest in this Company shall have any right, privilege or entitlement to exercise any right or power of a member of or in this Company (including without limitation exercising any right or power to vote on any matter concerning any aspect of this Company's business or affairs on account of or with respect to any such interest) or to otherwise participate in the management of this Company's business and affairs, or shall have or possess any right, power or authority to grant or appoint to any other person (including any member of this Company) any proxy to vote or otherwise act or participate on behalf of, or with respect to, any such interest. Any attempt to so transfer or assign any interest in this Company, or grant any such proxy, in any manner not permitted hereunder shall be void ab initio and without force or effect.

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ARTICLE VIII: AMENDMENT

This Company's Governing Documents may only be amended in accordance with the applicable provisions contained therein. All amendments, alterations, revisions, restatements or repeals of this Company's operating agreement shall be in writing and consistent with this Company's articles of organization, as amended and then in effect as of the date thereof.

ARTICLE IX: SEVERABILITY

In the event all or any portion of any provision of the Company's articles of organization is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

ARTICLE X: MANAGEMENT BY MANAGERS

The management of this Company shall be solely and exclusively conducted, and vested in, one or more managers. Accordingly, this Company shall be, exist and operate as a manager-managed company for all purposes under the Act. Managers of this Company shall be duly designated, appointed, elected, removed or replaced in accordance with the applicable procedures set forth in this Company's operating agreement. Each manager of this Company shall hold office until his (/her/its) successor has been elected and qualified, unless such manager sooner resigns or is removed. No member, solely by reason of being a member, shall have any authority (apparent or actual) to act on this Company's behalf or to be an agent of this Company for purpose of any aspect or its business or affairs. No act of any member who is not also a manager, including the signing of an instrument in the Company's name for apparently carrying on in the ordinary course of its business or business of any kind, shall legally bind the Company and shall be void ab initio.

* * * * *

Dated: February 24, 2006.



Daniel T. White, Esquire
Authorized Representative

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TALLAHASSEE, FLORIDA

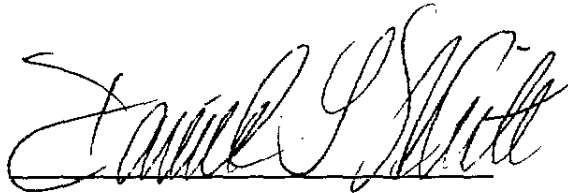
CERTIFICATE OF REGISTERED AGENT

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, B-W VENTURE GROUP, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

Registered agent: Daniel T. White, Esq.

Registered office: 1115 N.W. 13th Street, Gainesville, Florida 32601

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.



Name: Daniel T. White, Esq.

Dated: February 24, 2006

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