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### **COVER LETTER**

TO:	O: Registration Section Division of Corporations  BBI Entertainment LLC					
SUBJECT: (Name of Limited Liability Company)						
		(14ame of Limbe	a Labinty Compa	шу <i>)</i>		
The en	closed Articles o	f Organization and fee(s) are s	ubmitted for filing	<b>5.</b>		
Please	return all corresp	ondence concerning this matte	r to the following	:		
	Mayumi	Todd				
		(Name of Person)				
	Todd's Accounting Services Inc  (Firm/Company)  9460 Easter Rd.  (Address)  Miami, Florida 33157-8724					
	(City/State and Zip Code)					
For fur	ther information	concerning this matter, please	call:			
	Mayumi	305	305 233-6551			
	(Name	at ()  (Area Code & Daytime Telephone Number)				
Enclos	sed is a check fo	or the following amount:				
		\$130.00 Filing Fee & Certificate of Status	Certified Copy Certificate of State (additional copy is enclosed) Certified Copy		Certificate of Status &	
		Mailing Address Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314	Registrati Division Clifton B 2661 Exe	Street/Courier Address Registration Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301		

### ARTICLES OF ORGANIZATION

### OF

#### BBI ENTERTAINMENT, LLC.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

### **ARTICLE I**

### NAME OF THE LIMITED LIABILITY COMPANY

The name of the Limited Liability Company shall be:

### BBI ENTERTAINMENT, LLC.

### <u>ARTICLE II</u> PRINCIPAL OFFICE

The initial principal office and mailing address is located at 141 S.W. Palm Drive, Suite 208, Port St. Lucie, Florida 34986.

## ARTICLE III PURPOSE AND NATURE OF BUSINESS

The purpose of this Limited Liability Company and general nature of the business to be conducted are as follows:

To conduct IMPORT AND EXPORT ACTIVITIES and to engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

### ARTICLE IV DURATION

That the period of duration of this Limited Liability Company is THIRTY YEARS from the date of filing hereof with the State of Florida, unless sooner dissolved as provided by the law of the State of Florida.

### <u>ARTICLE V</u> <u>EFFECTIVE DATE</u>

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

# ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Limited Liability Company is 9460 Easter Rd., Miami, Florida 33157-8724. The name and address of the registered agent of this Limited Liability Company is Todd's Accounting Services, Inc., 9460 Easter Rd., Miami, Florida 33157-8724.

# ARTICLE VII MANAGEMENT

The manager members of the Limited Liability Company shall be:

### **ARTICLE VIII**

### **ADMISSION OF NEW MEMBERS**

No additional member (s) shall be admitted to the Limited Liability Company except with the unanimous written consent of all the member (s) of the Limited Liability Company and upon such terms and conditions as shall be determined by all the member (s). A member may transfer his or her interest in the Limited Liability Company as set forth in the regulations of the Limited Liability Company, but the transferee shall have no right to participate in the management of the business and affairs of the Limited Liability Company or become a member unless all the other member (s) of the Limited Liability Company other than the member proposing to dispose of his or her interest approve of the proposing transfer by unanimous written consent.

#### ARTICLE IX

#### **TERMINATION OF EXISTENCE**

The Limited Liability Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Limited liability Company, unless the business of the Limited Liability Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

In Witness Whereof, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Port St. Lucie, Florida, for the foregoing uses and purposes, this February 25, 2005.

TETSUJI YAMASAKI

A manager member

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE 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.

Having been named as registered agent and to accept services of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and 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 as registered agent as provided for in Chapter 608, Florida Statute.

Signature: (

MAYUMI TODD,

TODD'S ACCOUNTING SERVICES, INC.

DATE