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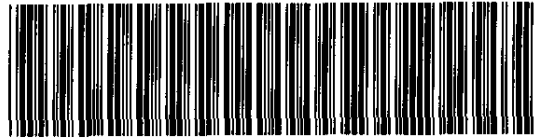
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**WINDELS MARX LANE & MITTENDORF,
LLP**

ATTORNEYS AT LAW
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NEW YORK, NY
NEW BRUNSWICK, NJ

R. LEIGH DUEMLER

July 13, 2006

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: The Bonita Bay Group Wine Club, LLC

Enclosed for filing are Articles of Organization for the above limited liability company together with a check in the amount of \$160 to cover the filing fee, a certified copy and a certificate of status. A copy of the Articles is enclosed for certification.

Please return all correspondence concerning this matter to the following:

R. Leigh Duemler, Esq.
215 Nightingale Trail
Palm Beach, FL 33480

For further information concerning this matter, please call:

R. Leigh Duemler at (561) 848-2527

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**Articles of Organization
of
The Bonita Bay Group Wine Club, LLC**

These Articles of Organization are made for the purpose of forming a Florida limited liability company (the "Company") under the Florida Limited Liability Company Act.

Article I - Name:

The name of the Company is The Bonita Bay Group Wine Club, LLC.

Article II - Address:

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

9990 Coconut Road, Suite 200
Bonita Springs, Florida 34135

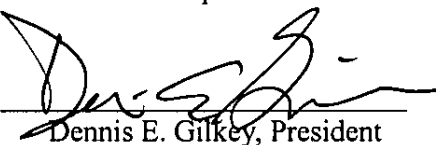
Article III - Registered Agent, Registered Office and Registered Agent's Signature:

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

Resource Conservation Properties, Inc.
9990 Coconut Road, Suite 200
Bonita Springs, Florida 34135

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated above, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the position of registered agent as provided for in the Chapter 608, Florida Statutes.

Resource Conservation Properties, Inc.
a Florida corporation

By: 
Dennis E. Gilkey, President

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Article IV - Manager(s) or Managing Member(s):

Title

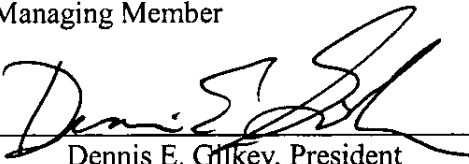
Name and Address

MGRM - Managing Member

BBG Millennium, Inc.
9990 Coconut Road, Suite 200
Bonita Springs, FL 34135

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on July 13, 2006.

BBG Millennium, Inc., a Florida corporation,
Managing Member

By: 
Dennis E. Gilkey, President

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