

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L07000004298
FILED 8:00 AM
January 12, 2007
Sec. Of State
jbryan

Article I

The name of the Limited Liability Company is:

BC CAPITAL FUND, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

14160 PALMETTO FRONTAGE ROAD
SUITE 21
MIAMI, FL. US 33016

The mailing address of the Limited Liability Company is:

14160 PALMETTO FRONTAGE ROAD
SUITE 21
MIAMI, FL. US 33016

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

ALEJANDRO VILARELLO ESQ.
14160 PALMETTO FRONTAGE ROAD
SUITE 21
MIAMI, FL. 33016

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.

Registered Agent Signature: ALEJANDRO VILARELLO

Article V

The name and address of managing members/managers are:

Title: MGRM
BC CAPITAL FUND PARTNERS, LLC
14160 PALMETTO FRONTAGE ROAD, SUITE 21
MIAMI, FL. 33016 US

L07000004298
FILED 8:00 AM
January 12, 2007
Sec. Of State
jbryan

Signature of member or an authorized representative of a member

Signature: ALEJANDRO VILARELLO