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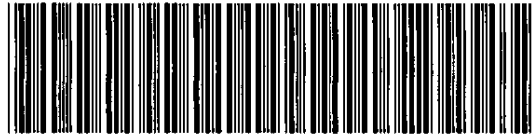
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PHONE: (850) 216-0457; FAX: (850) 216-0460

DATE: 06-27-07

NAME: BG CAPITAL VENICE HOLDINGS, LLC

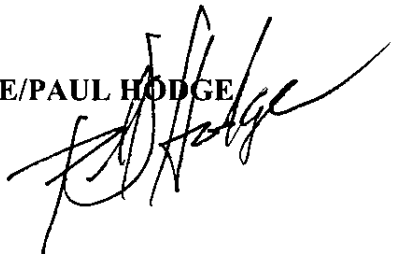
TYPE OF FILING: ARTICLES OF ORGANIZATION

COST: \$125 + \$30 + \$5= \$160

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BG Capital Venice Holdings, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

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

Principal Office Address:

888 E. Las Olas Blvd., Suite 201
Ft. Lauderdale, FL 33301

Mailing Address:

888 E. Las Olas Blvd., Suite 201
Ft. Lauderdale, FL 33301

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

James Burmeister c/o BG Capital Mgmt. Corp.

Name

888 E. Las Olas Blvd., Suite 201


Florida street address (P.O. Box **NOT** acceptable)

Ft. Lauderdale FL 33301

City, State, and Zip

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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 as provided for in Chapter 608, F.S..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

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

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

BG Capital Management Corp.

888 E. Las Olas Blvd., Suite 201

Ft. Lauderdale, FL 33301

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance 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.)

James Burmeister for BG Capital Management Corp.

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)