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JB

**JOHN H. EVANS, P.A.**  
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July 12, 2007

Secretary of State  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

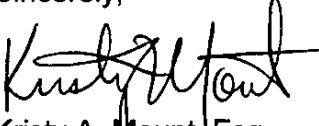
Re: **BDH Group, LLC**  
Our File No.: JHE-9638

Dear Sir/Madam:

Enclosed find the original and one copy of the Articles of Organization for the above-captioned limited liability company, together with our check in the amount of one hundred twenty-five dollars (\$125.00) for the filing fee.

Thank you for your attention to this matter.

Sincerely,

  
Kristy A. Mount, Esq.

KAM  
Enclosures  
cc: Client

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**BDH GROUP, LLC**

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These Articles of Organization of **BDH Group, LLC**, (the "Company"), are dated as of the 12th day of July, 2007, and are being duly executed and filed by the undersigned person pursuant to the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. It is further declared that the following articles shall serve as the charter and authority for the conduct of business of **BDH Group, LLC**.

**Article I – Name:**

The name of the limited liability company shall be: **BDH Group, LLC**.

**Article II - Address:**

The mailing address of the Limited Liability Company is Post Office Box 730, Titusville, Florida 32781-0730 and the street address of the principal office of the Limited Liability Company is 1702 South Washington Avenue, Titusville, Florida 32780, but the Company shall have the power and authority to establish branch offices at other places as the members may designate.


**Article III - Registered Agent, Registered Office, & Registered Agent's Signature:**

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

**JOHN H. EVANS**, 1702 South Washington Avenue, Titusville, Florida 32780

*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..*

  
\_\_\_\_\_  
**JOHN H. EVANS**, Registered Agent

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**Article IV - Management:**

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

Managing Member: Zoheir S. Chehayeb, P.O. Box 730, Titusville, FL 32781-0730

Managing Member: Salman Shehayeb, 1534 Highland Ave., Glendale, CA 91202

Managing Member: Charles E. Greif, Jr., 4121 Edgewater Dr., Orlando, FL 32804

**Article V - Duration:**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**Article VI - Purposes and Powers:**

Besides the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes;
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these articles to the same extent as a natural person might or could do, to include execution of deeds, mortgages, notes or contracts;

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3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, liabilities of any person, firm, association, corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these articles, and to hold, utilize, and in any manner dispose of the rights and property so acquired;

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts;

5. To exercise any and all of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these articles and otherwise granted or permitted by law, while acting as an agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit;

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these articles, either alone or in association with others incidental or pertaining to, or going out of or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or to do any act which a limited liability company, may not, under Florida laws, lawfully carry on, exercise, or do.

**Article VI - Exercise of Powers:**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**Article VII - Membership Restrictions:**

Admission of new members and continuation of the limited liability company upon the death, retirement, resignation, expulsion, or bankruptcy of a member shall be as set forth in the **BDH Group, LLC** members' agreement.

**Article VIII - Profits and Losses:**

The division and allocation of profits and losses among the members shall be as set forth in the **BDH Group, LLC** members' agreement.

**IN WITNESS WHEREOF**, the undersigned being an authorized representative of a member of the limited liability company certifies that this instrument constitutes the Articles of Organization for **BDH Group, LLC**.

  
\_\_\_\_\_  
**JOHN H. EVANS** as authorized representative  
of a member.

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