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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED

10 JUL 30 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FLORIDA LIMITED LIABILITY CO.
BT Palm Beach MM, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

S. HAWKES

AUG 2 - 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BT Palm Beach MM, LLC

Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kate Marullo

Name of Person

BET Investments, Inc.

Firm/Company

200 Witmer Road, Suite 200,

Address

Horsham, PA 19044

City/State and Zip Code

kmarullo@betinvestments.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gregory Gambel

at (215) 938-7300

Name of Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|---|---|---|

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
JUL 30 AM 9:14
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BT Palm Beach MM, LLC

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

ARTICLE II - Address:

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

Principal Office Address:

c/o BET Investments, Inc.

200 Witmer Road, Suite 200

Horsham, PA 19044

Mailing Address:

c/o BET Investments, Inc.

200 Witmer Road, Suite 200

Horsham, PA 19044

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:

C T Corporation System

Name

1200 South Pine Island Road

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

Plantation

FL 33324

City, State, and Zip

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..

By:

C T Corporation System

Registered Agent's Signature (REQUIRED)

Allison B. Fisher

Assistant Secretary

(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:

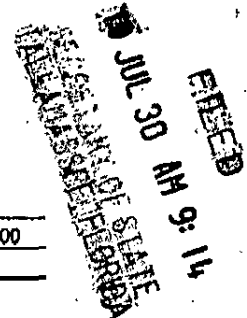
"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Michael Markman,
c/o BET Investments, 200 Witmer Road, Suite 200
Horsham, PA 19044



(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.)

Kathryn Marullo

Typed or printed name of signer

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)