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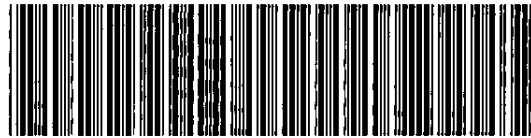
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DIVISION OF CORPORATIONS
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N. Culligan OCT 11 2010

WADE R. BYRD, P.A.

LAW OFFICES
WADE R. BYRD, P.A.

11360 FORTUNE CIRCLE, SUITE E-7
WELLINGTON, FLORIDA 33414
TELEPHONE (561) 753-8900
TELEFAX (561) 753-8907

October 14, 2009

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

re: BBG Holdings, LLC

Dear Sirs:

We enclose herewith the following:

1. Original and one copy of Articles of Organization of BBG Holdings, LLC.
2. Check payable to the Florida Department of State in the amount of \$160.00 representing, \$100.00 filing fee, \$25.00 Registered Agent designation; \$30.00 certified copy and \$5.00 for Certificate of Status.

If you have any questions concerning the subject matter of this letter or if you need additional information, Please call me collect.

Very truly yours,


WADE R. BYRD

WRB:fwv
enclosures

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**ARTICLES OF ORGANIZATION
OF
BBG HOLDINGS, LLC**

The undersigned members hereby form a limited liability company under the laws of the State of Florida:

ARTICLE I. COMPANY NAME

The name of this Company is: BBG HOLDINGS, LLC

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

The term of existence of the Company shall be for a period of fifty (50) years from the filing date of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

BBG Holdings, LLC
c/o Wade R. Byrd, Esquire
Wade R. Byrd, P.A.
11360 Fortune Circle, Suite E-7
Wellington, Florida 33414

ARTICLE IV. STREET ADDRESS OF COMPANY

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

11360 Fortune Circle, Suite E-7
Wellington, Florida 33414

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Wade R. Byrd, Esquire
Wade R. Byrd, P.A.
11360 Fortune Circle, Suite E-7
Wellington, Florida 33414

ARTICLE VI. MEMBERS

The members shall be entitled to admit additional members upon the unanimous consent of all then current members. Any new member shall become a member upon payment of their contribution to the capital of the Company, and upon such member's agreement to comply with Articles of Organization, Regulations and Operating Agreement of the Company then in existence.

ARTICLE VII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless all of the remaining members consent to continue the Company.

ARTICLE VIII. MANAGEMENT

The Company shall be managed by two (2) members. The name and address of the members are set forth below, to wit:

HEG Interests, LLC
a Delaware limited liability company, authorized
to do business in Florida
Member

By: HEG-JBG Management, LLC
a Delaware limited liability company,
authorized to do business in Florida
Its Manager

JBG Interests, LLC
a Delaware limited liability company, authorized
to do business in Florida
Member

By: HEG-JBG Management, LLC
a Delaware limited liability company,
authorized to do business in Florida
Its Manager

109 North Post Oak Lane, Suite 425
Houston, Texas 77024

ARTICLE IX. RETURN OF CAPITAL

No member shall have the right to demand and return of his or its contribution to capital except as provided in the Company's Regulations and Operating Agreement then in existence.

IN WITNESS WHEREOF, the undersigned members have executed the foregoing Articles of Organization as of the 1st day of October, 2010.

MEMBERS:

HEG Interests, LLC
a Delaware limited liability company, authorized
to do business in Florida
Member

By: HEG-JBG Management, LLC
a Delaware limited liability company,
authorized to do business in Florida
Its Manager

By: G. Andrew Toups III
G. ANDREW TOUPS, III, Manager

JBG Interests, LLC
a Delaware limited liability company, authorized
to do business in Florida
Member

By: HEG-JBG Management, LLC
a Delaware limited liability company, authorized
to do business in Florida
Its Manager

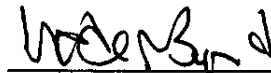
By: G. Andrew Toups III
G. ANDREW TOUPS, III, Its Manager
109 North Post Oak Lane, Suite 425
Houston, Texas 77024

Dated: October 1st, 2010

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of
the Florida Statutes:

Having been appointed registered agent of BBG HOLDINGS, LLC, in its
Articles of Organization, at the place designated in such Articles of Organization,
the undersigned hereby agrees to act in this capacity and affirms that it is familiar
with, and accepts, the obligations of such position



WADE R. BYRD, ESQUIRE
WADE R. BYRD, P.A.
11360 Fortune Circle, Suite E-7

Dated: October 5, 2010.

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