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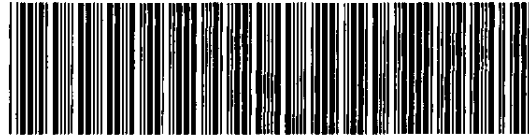
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
OCT 17 2011
EXAMINER

BARCELONA & PILARSKI, P.A.

ATTORNEYS AT LAW

VANESSA S. BARCELONA

JOHN L. PILARSKI

6300 CORPORATE COURT, SUITE 103

FORT MYERS, FLORIDA 33919

TEL. 239-590-9864

FAX 239-939-7493

Monday, October 10, 2011

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

SUBJECT: BSP Partners, LLC

The enclosed Articles of Organization and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

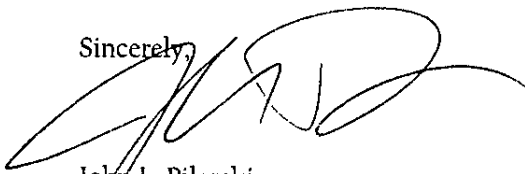
John L. Pilarski
Barcelona & Pilarski, P.A.
6300 Corporate Court, Suite 103
Fort Myers, Florida 33919

E-mail address (to be used for future annual report notification): jpgilarski@earthlink.net

For further information concerning this matter, please call John L. Pilarski at (239) 590.9864.

Enclosed is a check for the following amount: \$130.00 Filing Fee and Certificate of Status

Sincerely,



John L. Pilarski

Enc. (2)

vsbarcelona@earthlink.net
www.VanessaBarcelona.com

MAILING ADDRESS:
P.O. DRAWER 2489
FORT MYERS, FL 33902-2489

jpgilarski@earthlink.net
www.JohnLPilarski.com

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ARTICLES OF ORGANIZATION
OF
BSP PARTNERS, LLC

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the limited liability company is BSP Partners, LLC ("company").

ARTICLE II - ADDRESS

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

Principal Office Address:

c/o John L. Pilarski
6300 Corporate Court Ste 103
Fort Myers, FL 33919

Mailing Address:

c/o John L. Pilarski
6300 Corporate Court Ste 103
Fort Myers, FL 33919

ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

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

Barcelona & Pilarski, PA
6300 Corporate Court, Suite 103
Fort Myers, Florida 33919

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..

Barcelona & Pilarski, PA

by John L. Pilarski, President

ARTICLE IV - CONVERTED LIMITED PARTNERSHIP

The limited liability company hereby organized is a converted limited partnership that was organized under the laws of the State of New York. The effective date of the conversion is the effective date of these articles. The effective date of these articles is the date of their filing with the Secretary of State of the State of Florida.

ARTICLE V - MANAGERS OR MANAGING MEMBERS

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

Title:

"MGR" = Manager

"MGMR" = Managing Member

Name and Address:

MGMR

Susan Peters
4510 Davis Street
Long Island City, New York 11101

MGMR

Barbara Polack
2803 Gray Antler Court
Abingdon, MD 21009

MGMR

Paulyne Fisher
187 Columbine Lane
Evergreen, CO 80439

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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.)

Barbara Polack

Typed or printed name of signee