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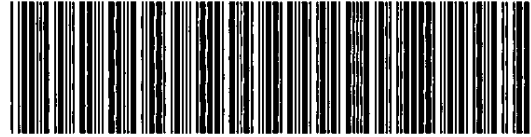
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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: BBW ACQUISITIONS, 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:

Matthew E. Maggard, Esq.

Name of Person

Hersch & Associates, P.A.

Firm/Company

12249 U.S. Highway 301

Address

Dade City, Florida 33525

City/State and Zip Code

will@binghamrealtync.com

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

For further information concerning this matter, please call:

Matthew E. Maggard, Esq.

352

567-2442

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:



\$125.00 Filing Fee



\$130.00 Filing Fee &
Certificate of Status



\$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)



\$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

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

Street Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
BBW ACQUISITIONS, LLC**

A Florida Limited Liability Company

**ARTICLE I
NAME**

The name of the limited liability company is BBW Acquisitions, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
MAILING AND STREET ADDRESS**

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

Principal Office Address:
38070 Daughtery Road
Zephyrhills, Florida 33540

Mailing Address:
38070 Daughtery Road
Zephyrhills, Florida 33540

**ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE**

In accordance with Section 605.0207, Florida Statutes, the Company's existence shall be deemed to have commenced on the date and at the time the record is filed as evidenced by the Florida Department of State's endorsement of the date and time of the record.

**ARTICLE IV
REGISTERED AGENT**

The name and the Florida street address of the Registered Agent are as follows:

Matthew E. Maggard, Esq.
Hersch & Associates, P.A.
12249 U.S. Highway 301
Dade City, Florida 33525

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ARTICLE V MANAGEMENT

The Company is to be managed by a Board of Managers. Each manager serving on the Board of Managers may receive compensation for his services. The names and addresses of the initial managers serving on the Board of Managers are as follows:

Title:

"MGR" = Manager

"AMBR" = Authorized Member

Name and Address:

MGR

William S. Bingham
38070 Daughtery Road
Zephyrhills, Florida 33540

MGR


Brian Infantino
38070 Daughtery Road
Zephyrhills, Florida 33540

MGR

William J. Roose Jr.
38070 Daughtery Road
Zephyrhills, Florida 33540

ARTICLE VI APPLICABLE LAW

The Company is created pursuant to Chapter 605, Florida Statutes, and shall be governed by the laws of the State of Florida.



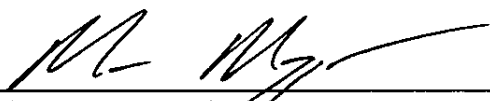
Matthew E. Maggard, Esq., as
Authorized Representative

This document is executed in accordance with section 605.0203(1)(b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

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 605 of the Florida Statutes.



Matthew E. Maggard, Esq.