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TO DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904)385-6735

ACCT#: 072720000101

FAX #:

(904)385-6761

NAME: BIRDY TWO LIMITED COMPANY AUDIT NUMBER.....H96000016560 DOC
TYPE.....LIMITED LIABILITY COMPANY CERT. OF STATUS..0
PAGES..... 4 CERT. COPIES.....0 DEL.METHOD.. FAX/MAIL
EST.CHARGE.. \$285.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BIRDY TWO LIMITED COMPANY**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. **Name.** The name of this limited liability company is BIRDY TWO LIMITED COMPANY ("Company").
2. **Duration.** The Company shall exist from the date of filing these Articles with the Department of State until the earlier of the expiration of thirty (30) years from the date of filing hereof, or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the members.
3. **Mailing address and Street Address.** The Company's mailing and street address is 2469 Collins Avenue, Miami Beach, Florida 33139.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is FREDERIC M. BARTHE. The street address of the initial registered agent of the Company is 888 Southeast 3rd Avenue, Suite 400, Ft. Lauderdale, Florida 33316.
5. **Additional Members.** Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. **Termination of Membership.** If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

Prepared by:
FREDERIC M. BARTHE, ESQ.
Florida Bar No.: 959456
888 S.E. 3rd Avenue, Suite 400
Ft. Lauderdale, Florida 33316
Tel.: (954) 524-6666
Fax: (954) 524-6665

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7. Management of the Company. The Company shall initially be managed by the following person or entity who shall serve as manager until the first annual meeting of the members or until their successors are elected and qualify:

Name and Address:

BINDY ONE, INC., a Florida corporation
2469 Collins Avenue
Miami Beach, Florida 33139

Thereafter, the Company shall be managed by one managing member who shall be elected annually as provided in the regulations.

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the company containing provisions for the regulation and management of the affairs of the Company.
9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of November 15, 1998.

By: _____

MANIC CLARK, Manager

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**AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY**

The undersigned Member or authorized representative of **BIADY TWO LIMITED COMPANY** deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$10,000.00;
- 3) if any, the agreed value of property other than cash contributed by members is none; and
- 4) the total amount of cash or property anticipated to be contributed by members is \$10,000.00. This total includes amounts from 2 and 3 above.

MARC OLSINA
Member

By: 

(In accordance with Section 605.005(2), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of Perjury that the facts stated herein are true.)

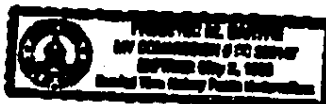
STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **MARC OLSINA**, Member of **BIADY TWO LIMITED COMPANY**, who produced proper identification and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this 15th day of November, 1996.




Signature of Notary Public



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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.413, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: BIRDY TWO
LIMITED COMPANY
2. The name and address of the registered agent and office is:
FREDERIC M. BARTHE, Esq. 888 Southeast 3rd Avenue, Suite 400,
Fort Lauderdale, Florida 33316.

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.


FREDERIC M. BARTHE

Nov. 20, 1996
(Date)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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