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OF COUNSEL  
MARK H. HILDEBRANDT, P.A.

October 8, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-10/13/97--01062--005  
\*\*\*\*285.00 \*\*\*\*285.00

Dear Sir/Madam:

Enclosed please find Articles of Organization as well as an Affidavit of Managing Member for BCN, L.C., a Florida limited liability company. Please ensure that the Articles of Organization are filed as soon as possible.

Thank you for your courteous assistance.

Very truly yours,



Mark S. Feluren

MSF/rp  
Enclosures

Name	
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgment	DCC
Verifier	DCC

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**ARTICLES OF ORGANIZATION**

**OF**

**BCN, L.C.**

**ARTICLE I**

**NAME**

The name of the limited liability company shall be BCN, L.C.

**ARTICLE II**

**MAILING AND STREET ADDRESS**

The mailing address and the street address of the limited liability company is 7850 Byron Avenue, Apartment 907, Miami Beach, FL 33141. The limited liability company shall also have the power and authority to establish branch offices at such place or places both within and without the State of Florida as may be designated by the members.

**ARTICLE III**

**PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles of Organization; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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MIAMI BEACH, FLORIDA

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein, otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry-on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry-on, exercise, or do.

#### ARTICLE IV

#### CAPITAL CONTRIBUTIONS

Capital contributions in the aggregate total amount of Two Thousand 00/100 (\$2,000.00) Dollars in cash shall be paid to the limited liability company by its initial members. Additional contributions will be made as required for investment purposes, as

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determined by unanimous consent of the members.

#### **ARTICLE V**

##### **PROFITS AND LOSSES**

The profits and losses of the limited liability company shall be allocated among the members on the basis of each member's capital account.

#### **ARTICLE VI**

##### **LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### **ARTICLE VII**

##### **DURATION**

The limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### **ARTICLE VIII**

##### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this limited liability company shall be located at 7850 Byron Avenue, Apartment 907, in the City of Miami Beach, County of Dade, State of Florida.

#### **ARTICLE IX**

##### **MANAGEMENT AND MEMBERS**

The management of the limited liability company is reserved to its managing member; Cristina Holod, whose address is 7850 Byron Avenue, Apartment 907, Miami Beach, FL 33141.

#### **ARTICLE IX**

##### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 7850 Byron Avenue, Apartment 907, Miami Beach, FL 33141 and the name of its initial registered agent at such

address is Cristina Holod.

**ARTICLE X**

**RESTRICTIONS ON MEMBERSHIP**


Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of two-thirds (2/3rds) of the members.

The limited liability company shall cease to exist upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, unless the remaining members shall unanimously agree to continue the business of the limited liability company. In addition, upon the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the managing member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of BCN, L.C.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company under the laws of the State of Florida, the undersigned, constituting the managing member of this limited liability company, has executed these Articles of Organization this 8th day of October, 1997.

  
\_\_\_\_\_  
Cristina Holod - Managing Member

STATE OF FLORIDA            )  
                                  ) SS  
COUNTY OF DADE            )

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgements, personally appeared Cristina Holod, known to me to be the person described in and who executed the foregoing instrument or who produced FL Drivers LLC as identification and acknowledged before me that she executed the same.

Witness my hand and official seal in the above-mentioned county and state this 8th day of October, 1997.

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CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA



NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:

Lucette Chavez

OFFICIAL NOTARY SEAL  
LUCETTE CHAVEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC592527  
MY COMMISSION EXP. OCT. 25.2000

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed Florida Limited Liability Company named in the foregoing Articles of Organization.

  
Cristina Holod

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**AFFIDAVIT OF MANAGING MEMBER OF BCN, L.C.**

STATE OF FLORIDA }  
                              } ss:  
COUNTY OF DADE }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and to take testimony, personally appeared Cristina Holod, who, being first duly sworn, deposes and says that:


1. I am the managing member of BCN, L.C. (the "Limited Liability Company").
2. The limited Liability Company has at least two (2) members.
3. The amount of cash contributed by the members of the Limited Liability Company and the amount anticipated to be contributed by the members aggregates \$2,000.00.

**FURTHER AFFIANT SAYETH NAUGHT.**

  
Cristina Holod

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The foregoing instrument was acknowledged before me this 9  
8th day of October, 1997, by Cristina Holod who is personally  
known to me or has produced FL Drivers License as  
identification.

  
Notary Public  
Lucette Chavez  
Print, Type or Stamp Name of  
Notary Public

