

Trenam, Kemker, Smith, Parkin, Frye, O'Neill & Mullis

101 East Kennedy Blvd., Suite 2700

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Division of Corporations

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**LIMITED LIABILITY COMPANY****BCK, L.L.C.**

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**ARTICLES OF ORGANIZATION  
OF  
BCK, L.L.C.**

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The undersigned organizer hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

Name

The name of this limited liability company (the "Company") shall be:

BCK, L.L.C.

**ARTICLE II**

Duration

The Company's existence shall be perpetual.

**ARTICLE III**

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

3251 Bayou Sound  
Longboat Key, Florida 34228

**ARTICLE IV**

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 101 E. Kennedy Blvd., Tampa, Florida 33601 and the initial registered agent of the Company at such office shall be Nelson T.

Steven D. Singleton  
Trenam, Kernker, et al.  
P. O. Box 1102  
Tampa, Florida 33601  
(813) 227-7432  
Florida Bar No. 147907

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Castellano. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE V

### Business and Purposes

The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon limited liability companies formed under such Act.

## ARTICLE VI

### Admission of Members

The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Regulations of the Company (the "Regulations").

## ARTICLE VII

### Continuation of Business

The members may, by majority vote or as otherwise provided in the Regulations, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company under applicable law.

## ARTICLE VIII

### Management of Business

Unless otherwise provided in the Regulations, the business and affairs of the Company shall be managed by the members.

## ARTICLE IX

Managing Members

The initial managing members of the Company shall be the following persons or entities, such persons or entities to hold office until their successors have been duly elected and qualify. The name and street address of the initial managers are:

<u>Name</u>	<u>Address</u>
Lori Berendes and Kirk Berendes as tenants by the entireties	1130 2 <sup>nd</sup> Avenue South Tierra Verde, Florida 33715
Loraine C. Kaplan Revocable Trust UA July 1, 1998	222 North Passaic Avenue Chatham, New Jersey 07928
Kaplan Associates, G.P.	3251 Bayou Sound Longboat Key, Florida 34228

## ARTICLE X

Regulations

(a) The power to adopt the Regulations, to alter, amend or repeal the Regulations, or to adopt new Regulations, shall be vested in the members of the Company.

(b) The Regulations of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

## ARTICLE XI

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and the Regulations, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.

Kirk Berendes  
Kirk Berendes, Member

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BCK, L.L.C.

## ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 20<sup>th</sup> day of October, 1998.

  
Nelson T. Castellano

## BCK, L.L.C.

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, John Jenner, as a member of BCK, L.L.C., a Florida limited liability company (the "Company"), does hereby certify:

1. The Company has at least two (2) members.
2. The total amount of cash contributed by the members is \$ 100
3. The total amount of property other than cash being contributed by the members is \$0.
4. The total amount of additional cash and property anticipated to be contributed by the members is \$0.

DATED this 28th day of October 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Kirk Berendes  
Kirk Berendes, Member

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