

L98000002954

BBSG Management, L.C.

c/o 1107 Key Plaza, #307
Key West, Florida PZ [33040]
Phone 305.296.9955

November 16, 1998

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

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****285.00 ****285.00


REGISTRATION OF FLORIDA LIMITED LIABILITY COMPANY

Please find enclosed the following documents as per instructions received from your Internet site:

1. Articles of Organization for BBSG Management, L.C.
2. Affidavit of Membership and /contributions
3. Certificate of Designation for our registered agent
4. Check in the amount of \$285.00 payable to Florida Department of State

Please contact us if we need to provide anything else.

Sincerely,
BBSG MANAGEMENT, L.C.


Harold X. O'Boyle,
general manager

Enc

Name	12/2/98
Availability	dcc
Document	
Examiner	DCC
Reviewer	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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TALLAHASSEE, FLORIDA

Articles of Organization
Limited Liability Company
pursuant to FS 608
State of Florida

Article I - Name

The name of the Limited Liability Company will be:
BBSG Management, L.C.

Article II - Address

The mailing and street address of the company will be:
1107 Key Plaza, Suite #307, Key West, Florida 33040

Article III - Duration

The period of duration for the Limited Liability Company will be perpetual unless dissolved by unanimous agreement of the members.

Article IV - Management

The Limited Liability Company is to be managed by members and the names address of the managing members are:

BBSG Ventures
Attn: Managing Director
c/o 1107 Key Plaza, #307
Key West, Florida pz [33040]

Quixotic Holdings
Attn: Managing Director
c/o 1107 Key Plaza #307
Key West, Florida pz [33040]

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Article V - Additional Members

Additional members may be admitted upon unanimous agreement of the existing members.

Article VI - Members Rights to Continue Business

Upon dissolution, bankruptcy, resignation, or withdrawal of any member from the Limited Liability Company the remaining members will have the right to continue the operation of the company as long as there is at least one member remaining.

Article VII - Distribution of Income

The members will share the profits and losses in proportion to their capital contributions to the Limited Liability Company

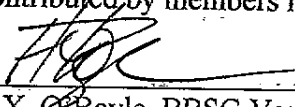
Article IX - Assignment

Members may assign their interest in the Company and these articles will be binding upon any assigns, successors, administrators, heirs or executors.

Article X - Affidavit of Membership and Contributions

The undersigned authorized representative of a member of BBSG Management, L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$500.00
- 3) the agreed value of property other than cash contributed by members is \$0.00
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$500.00


H.X. Boyle, BBSG Ventures, Managing Director

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507 FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE
AND REGISTERED AGENT IN THE STATE OF FLORIDA.**

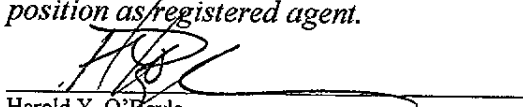
1. The name of the limited liability company is:

BBSG Management, L.C.

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

**Harold X. O'Boyle
1107 Key Plaza #307
Key West, Florida 33040**

*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.*


Harold X. O'Boyle

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