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LIMITED LIABILITY COMPANY

BMS NORTH BAY VILLAGE, L.L.C.

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**ARTICLES OF ORGANIZATION  
FOR  
BMS NORTH BAY VILLAGE, L.L.C.,  
a Florida limited liability company ("Company")**

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The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, codified as Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of the Company shall be:

BMS North Bay Village, L.L.C.

2. Duration/Continuation. The period of the Company's duration shall be 75 years, unless earlier terminated by the unanimous written agreement of all Members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of all the remaining Members, or unless extended by an amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

3. Purposes. The purposes for which this Company is being formed are the following:

(a) to participate in, or contract or enter into option for, the purchase, lease, acquisition, construction, development, operation, mortgage, financing, sale, assignment, transfer, conveyance or other use or disposition of real property within or without the State of Florida; and

(b) to engage in any activities or business permitted under the laws of the State of Florida.

4. Registered Agent and Offices. The name and address of the initial registered agent and the principal office of, and mailing address for this Company, are as follows:

EMO Corporate Services, Inc.  
Suite 1100  
100 N. E. 3rd Avenue  
Fort Lauderdale, Florida 33301

PREPARED BY:  
Marshall J. Emas, Esq. - FL Bar# 0282073  
English, McCaughan & O'Bryan, P.A.  
P.O. Box 14098  
Ft. Lauderdale, FL 33302  
(954) 462-3300

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Principal office and mailing address of the Company:

5901 SW 74th Street  
 Suite 205  
 South Miami, Florida 33143

5. Contributions to Capital. The total amount of cash or property contributed to the Company by its Members shall be as follows:

Victor Brown	\$100.00
David Brown	\$100.00
Steven Brown	\$100.00
Total	\$300.00

6. Admission of Additional Members: Terms and Conditions of such Admissions. Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of each such new Member in the manner set forth in the Regulations of this Company.

7. Management of Company. The business of the Company shall be managed by the affirmative vote of a majority of its Members.

The names and addresses of the Members are as follows:

Victor Brown  
 5901 SW 74th Street  
 Suite 205  
 South Miami, Florida 33143

David Brown  
 5901 SW 74th Street  
 Suite 205  
 South Miami, Florida 33143

Steven Brown  
 5901 SW 74th Street  
 Suite 205  
 South Miami, Florida 33143

8. Amendment of Regulations. The power to adopt, alter, amend or repeal the Regulations of this Company shall be vested in the Members of the Company.

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9. Organizing Members. The name and address of the organizing Member executing these Articles of Organization is as follows:

Victor Brown  
5901 SW 74th Street  
Suite 205  
South Miami, Florida 33143

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10. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be consistent with Chapter 608, Florida Statutes, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

11. Regulations of the Company. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members (unless, pursuant to an amendment to these Articles of Organization, such right is vested in the Manager(s), if elected, of the Company). Regulations adopted by the Members (or by the Manager(s), if such adoption is permitted under the Regulations) may be repealed or altered, and new Regulations may be adopted, by the affirmative vote of all Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

12. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Company as part of its records).

13. Contracting Debt. Except as otherwise provided by applicable law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager(s) or, if managed by the Members, by an affirmative vote of a majority of the Members.

14. Transferability of Member's Interest. The interest of a Member of this Company may not be transferred or assigned except to such extent and in the manner provided in the Regulations. However, unless all of the Members of this Company, other than the Member desiring to effect such transfer or assignment, approve of such proposed transfer or assignment, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of this Company or to become a Member. In such event, the transferee shall be entitled to receive only the share of profits or other compensation or distributions, and the return of contributions, to which that Member otherwise would be entitled.

15. Withdrawal or Reduction of Member's Contributions to Capital.

(a) A Member shall not receive out of the Company's property any part of such Member's contribution to capital until:

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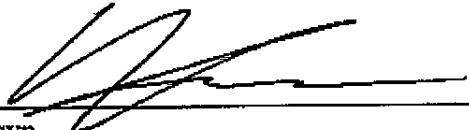
(1) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them; and

(2) the consent of all Members is had (unless the return of the contributions to capital may be rightfully demanded); and

(3) these Articles of Organization are canceled or so amended as to set out the withdrawal permitted.

(b) A Member shall be entitled to the return of the Member's contribution in the manner, if any, provided for in the Regulations of the Company.

IN WITNESS WHEREOF, the undersigned organizing Members have hereunto set their hands and seals as of the 30 day of November, 1998.

  
\_\_\_\_\_  
Victor Brown

The undersigned joins in these Articles of Organization for the purpose of agreeing to act as Registered Agent hereunder. The undersigned is familiar with, and accepts the obligations of, a Registered Agent under the Florida Limited Liability Company Act.

EMO CORPORATE SERVICES, INC.


By:   
\_\_\_\_\_  
Marshall J. Ferras, Vice President

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STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 30 day of November, 1998, by Victor Brown, who is personally known to me and who did not take an oath.


  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My commission expires:



STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 30 day of November, 1998, by Marshall J. Emas as Vice President of EMO Corporate Services, Inc., a Florida corporation, on behalf of the corporation. The foregoing individual is personally known to me and did not take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My commission expires:



Debra M. Harper  
MY COMMISSION # C0611464 EXPIRES  
January 5, 2001  
BONDED THRU TROY FARM INSURANCE, INC.

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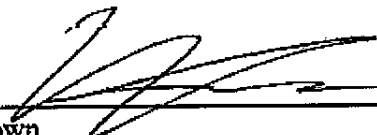
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**  
**(BMS North Bay Village, L.L.C.)**

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )


The undersigned member of BMS North Bay Village, L.L.C., a Florida limited liability company, deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is \$300.00.
3. The members are not contributing property other than cash to the limited liability company.
4. The total amount of cash and property anticipated to be contributed by members is \$300.00.

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

  
\_\_\_\_\_  
Victor Brown

Sworn and subscribed before me this 30 day of November, 1998, by Victor Brown, who is personally known to me and took an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
My Commission Expires:



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