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LIMITED LIABILITY COMPANY

BBY WEST PALM BEACH L.L.C.

W98-78214

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**ARTICLES OF ORGANIZATION  
OF  
BBY WEST PALM BEACH L.L.C.**

**ARTICLE I**

The name of this limited liability company shall be: BBY WEST PALM BEACH L.L.C.

**ARTICLE II**

This Limited Liability Company shall exist for a period of 50 years from the date of filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by resolution of the members or as provided by statute.

**ARTICLE III**

This Limited Liability Company is created for the purpose of transacting any legal and lawful business pursuant to the Florida Limited Liability Company Act.

**ARTICLE IV**

The place of business and the mailing address of this Limited Liability Company shall be 9000 S.W. 152nd Street, Suite 106, Miami, Florida 33157, or such other place or places as the Manager may from time to time determine.

**ARTICLE V**

The initial amount of capital contributions (including cash and a description of the agreed value of property) is \$1,814,000, which will be contributed by the members. Additional contributions will be made at such times and in such amounts as may be agreed by the members.

Donald E. Kubit, Esq.  
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.  
100 S.E. 2nd Street, Suite 1700,  
Miami, Florida 33131-1101  
Phone: (305) 789-9200  
Florida Bar No. 193056

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#### ARTICLE VI

The Limited Liability Company will be managed by a Manager, who may or may not be a member, who shall be elected annually by the members and who shall serve until the next annual meeting of members or until its successor is elected and shall qualify. The Manager shall exercise the powers granted to it by the members as set forth from time to time in the Regulations of the Limited Liability Company, and shall serve at the pleasure of the members, who may remove the Manager at any time by majority vote. The name and address of the initial Manager is:

JAPPAH MANAGEMENT L.L.C., a Florida limited liability company, whose address is 9000 S.W. 152nd Street, Suite 106, Miami, Florida 33157.

#### ARTICLE VII

The members reserve the right to admit additional members by unanimous agreement of the members as to the admission of, and the consideration to be paid by, such new members, and subject to the terms and conditions of the Limited Liability Company's Regulations.

#### ARTICLE VIII

The Limited Liability Company will continue on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Limited Liability Company (collectively, "Withdrawal"), as long as there is at least one remaining member, and the remaining member(s) do not adopt a unanimous resolution not to continue the Limited Liability Company within 90 days after the Withdrawal of a member.

#### ARTICLE IX

A member's interest in the Limited Liability Company is not subject to assignment or transfer without the unanimous consent of the members, provided, however, that even absent such consent, a member's interest may pass by operation of law, or by inheritance without limitation as to the recipient, or by gift to such member's descendant(s) or spouse. Any member who shall be desirous of selling or otherwise transferring his share and interest in the Limited Liability Company other than by inheritance or by gift as set forth in the preceding sentence shall obtain the consent of all other members in writing prior to such transfer.

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**ARTICLE X**


These Articles may be amended only by a unanimous vote of the members.

**ARTICLE XI**

The street address of the Limited Liability Company's initial registered office is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Donald E. Kubit, Esq.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE ARTICLES OF ORGANIZATION.

SOLE MEMBER:



Philipp J. Zahn

FEDERAL REPUBLIC OF GERMANY)

CITY OF MUNICH )

I, the undersigned, an American Consul of the United States of America in the Federal Republic of Germany, hereby certify that Philipp J. Zahn, whose name in his capacity as Member of BBY WEST PALM BEACH L.L.C. is signed to the foregoing instrument acknowledged before me on this day that he, in his aforesaid capacity, executed the same voluntarily for the purposes therein expressed on this \_\_\_\_ day of \_\_\_\_\_, 1998.

Given under my hand and seal of office this \_\_\_\_ day of \_\_\_\_\_, A.D., 1998.

(seal)

\_\_\_\_\_  
Consul of the United States of America

SEE ATTACHED

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OPTIONAL FORM 175  
(FORMERLY FS-88)  
MARCH 1975  
DEPT. OF STATE  
50175-101

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# Certificate of Acknowledgment of Execution of an Instrument

(Country)  
FEDERAL REPUBLIC OF GERMANY  
LAND BAVARIA  
CITY OF MUNICH  
CONSUL GENERAL OF THE  
UNITED STATES OF AMERICA  
SS: }  
(Name of foreign service office)

Glen Kelser  
American Consul

I, \_\_\_\_\_  
of the United States of America at Munich, Bavaria, Germany  
duly commissioned and qualified, do hereby certify that on this 14th  
day of December 1998, before me personally appeared PHILIPP JOHANNES ZAEN  
(DATE)  
WHO ACKNOWLEDGED HIMSELF TO BE A MEMBER OF BRY WEST PALM BEACH L.L.C.

\*\*\*\*\*

to me personally known, and known to me to be the individual--described in, whose  
name is subscribed to, and who executed the annexed instrument, and being  
informed by me of the contents of said instrument he duly acknowledged to me  
that he executed the same freely and voluntarily for the uses and purposes therein  
mentioned.

[SEAL]

In witness whereof I have hereunto set my hand and  
official seal the day and year last above written.

Glen Kelser  
Glen Kelser  
American Consul of the United States of America

NOTE.—Wherever practicable all signatures to a document should be included in one certificate.

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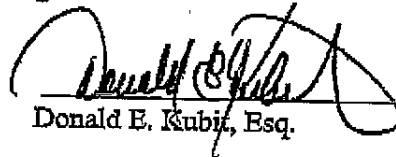
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TALLAHASSEE, FLORIDA

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--oOo--

**ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT**

Having been named as registered agent for the above-named Limited Liability Company at the place designated in these Articles of Organization, 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.

  
Donald E. Kubit, Esq.

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FEDERAL REPUBLIC OF GERMANY  
 LAND BAVARIA  
 CITY OF MUNICH  
 CONFEDERATE REPUBLIC OF GERMANY  
 UNITED STATES OF AMERICA

BEFORE ME, the undersigned authority personally appeared Philipp J. Zahn who, upon being duly sworn, deposes and says as follows:

1. The above-named limited liability company has one (1) member.
2. The total amount of cash contributed by the member is \$0.
3. If any, the agreed value of property other than cash contributed by the member is \$1,814,000.
4. The amount of cash or property anticipated to be contributed by the member is \$0.
5. The total amount of items 2, 3 and 4 is \$1,814,000.

FURTHER AFFIANT SAYETH NAUGHT.

*Philipp J. Zahn*  
 Philipp J. Zahn, Sole Member

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 TALLAHASSEE, FLORIDA

The Foregoing Affidavit of Membership and Contributions was sworn to and subscribed before me, the undersigned, an American Consul of the United States of America in the Federal Republic of Germany, by Philipp J. Zahn, whose name is signed to the foregoing Affidavit of Membership and Contributions as the Sole Member of BBY WEST PALM BEACH L.L.C., and who acknowledged before me on this day that he, in his aforesaid capacity, executed the same voluntarily for the purposes therein expressed on this \_\_\_\_ day of \_\_\_\_\_, 1998.

Given under my hand and seal of office this \_\_\_\_ day of \_\_\_\_\_, A.D., 1998.

Consul of the United States of America  
 Subscribed and sworn to before me

this \_\_\_\_ day of DEC 14 1998

*Glen Keiser*  
 Glen Keiser  
 American Consul

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**Exhibit to Affidavit of Contributions to  
BBY WEST PALM BEACH L.L.C.**

**The property referred to in paragraph 3 of the forgoing Affidavit of Contributions consists of real estate in Palm Beach County, Florida having a street address of 1880 Palm Beach Lakes Boulevard, West Palm Beach, FL.**

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