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Division of Corporations

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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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1 of 2

LIMITED LIABILITY COMPANY

B.HARBOR PROPERTIES, L.L.C

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

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**ARTICLES OF ORGANIZATION
FOR
B. HARBOR PROPERTIES, L.L.C.**

ARTICLE I - NAME

The name of this Limited Liability Company is B. HARBOR PROPERTIES, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 3191 Coral Way, Suite 405, Miami, Florida 33187.

ARTICLE III - DURATION

This Limited Liability Company shall have perpetual existence commencing on the date these Articles of Organization are executed.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by managers, and the names and addresses of such managers who are to serve as managers are:

B. Harbor Management Company
3191 Coral Way, Suite 405
Miami, FL 33145

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be by a favorable vote by a majority of members.

Prepared by:
James A. Hauser, Esq.
Fla. Bar No. 118930
James A. Hauser, P.A.
3191 Coral Way, #405
Miami, FL 33145
(305)529-1900

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ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as agreed upon by the majority of the surviving members at that time.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of B.

HARBOR PROPERTIES, L.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 \$1,000.00.
3. If any, the agreed value of the property other than cash contributed by members is \$ -0-.
4. The total amount of cash and property contributed and anticipated to be contributed by members is to be determined.

C. A. Vogt
Signature of a member or an authorized representative of a member.

(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 herein are true)

C. A. Vogt
Typed or printed name of signer

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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.

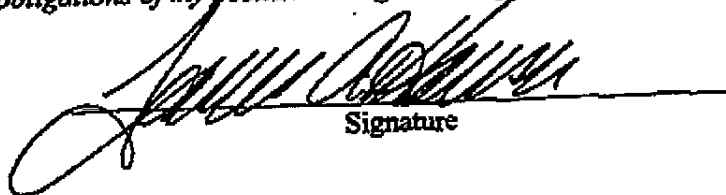
1. The name of the limited liability company is B. HARBOR PROPERTIES,

L.L.C.

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

JAMES A. HAUSER
3191 Coral Way, Suite 405
Miami, FL 33145

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.


Signature99 JAN -8 PM 5:00
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