



THE UNITED STATES
CORPORATION
COMPANY

L99000000809

ACCOUNT NO. : 072100000032

REFERENCE : 132050 80473A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 11, 1999

ORDER TIME : 3:16 PM

ORDER NO. : 132050-005

CUSTOMER NO: 80473A

CUSTOMER: Ms. Ronda Gluck
BILL T. SMITH, JR., P.A.
BILL T. SMITH, JR., P.A.
Suite 402
980 North Federal Highway
Boca Raton, FL 33432

DOMESTIC FILING

NAME: BMS VENTURES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
99 FEB 11 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700002473447--7
-02/12/99--01001--010
****337.50 ****337.50

L99-809

Name	De 2-11
Availability	
Document Examiner	De
Updater	De
Updater Verifier	De
Acknowledgment	De

RECEIVED
99 FEB 11 PM 3:59
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION

ARTICLE I

Name

The name of the Limited Liability Company is BMS VENTURES, L.L.C.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is:

Donald J. Bainton
C/O Continental Can Company, Inc.
4400 N. Federal Highway
Suite 125
Boca Raton, FL 33431

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be:
Perpetual

ARTICLE IV

Management

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Donald J. Bainton
292 Fan Palm Drive
Boca Raton, FL

Geoffrey A. MacDonald
425 South Maya Palm Drive
Boca Raton, FL

Stephen R. Sarka
2177 Areca Palm Drive
Boca Raton, FL

FILED
99 FEB 11 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

As per the unanimous vote of the initial members

ARTICLE VI
Members Right 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 terminated the continued membership of a member in the limited liability company shall be:

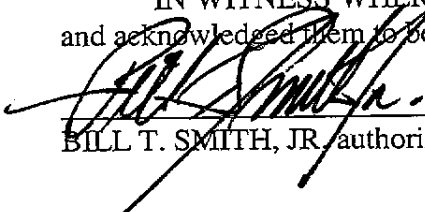
Pursuant to the Operating Agreement of BMS Ventures, L.L.C.

ARTICLE VII
Affidavit of Membership and Contribution

The undersigned member or authorized representative of a member of BMS Ventures, 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 member(s) is \$ 30,000;
3. if any, the agreed value of property other than cash contributed by member(s) is \$ N/A;
(A description of the property is attached and made a part hereto); and
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 600,000.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 9th day of February.


BILL T. SMITH, JR. authorized representative

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.

FILED
99 FEB 11 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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: BMS, L.L.C.
2. The name and the Florida street address of the registered agent are:

Bill T. Smith, Jr., Esq.
Bill T. Smith, Jr. P.A.
980 N. Federal Highway
Suite 402
Boca Raton, FL 33432

*Having been named as registered agent and to accept services 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.*


BILL T. SMITH, JR. ESQ.

FILED
99 FEB 11 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA