

Division of Corporations

L99000002135

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From:

Account Name : ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
Account Number : 076067004147
Phone : (954) 462-3300
Fax Number : (954) 763-2439

LIMITED LIABILITY COMPANY

BRN Capital Holding, LLC

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

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 15, 1999

WILLIAM T. COLEMAN, ESQUIRE
100 N.E. THIRD AVENUE, SUITE 1100
FORT LAUDERDALE, FL 33301

SUBJECT: BRN CAPITAL HOLDING, LLC
REF: W99000009024

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the names and street addresses of the members or managers of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H99000008851
Letter Number: 899A00019328

FAX AUDIT NO. H99000008851 0

**ARTICLES OF ORGANIZATION
OF
BRN CAPITAL HOLDING, LLC**

Under the Florida Limited Liability Company Act

ARTICLE I

NAME

The name of this limited liability company ("Company") is BRN CAPITAL HOLDING, LLC.

ARTICLE II

DURATION

The period of duration for the Company is perpetual, except that 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 Company, shall dissolve the Company unless a majority in interest of the remaining members consent in writing to the continuation of the business of the Company.

ARTICLE III

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is 33 Southeast Third Street, Boca Raton, FL 33432.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is EMO Corporate Services, Inc., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

PREPARED BY: WILLIAM T. COLEMAN, Esquire
100 N.E. Third Avenue, Suite 1100
Fort Lauderdale, FL 33301
(954) 462-3300--Fla. Bar No. 136415

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ARTICLE VMANAGEMENT

The Company is to be managed by a Manager. The person who will serve as Manager until the first annual meeting of members or until his successor is elected and qualified is Michael Martin, whose mailing and street address is 33 Southeast Third Street, Boca Raton, FL 33432.

ARTICLE VIADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members upon the written consent of a majority in interest of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 15 day of April, 1999.



MICHAEL MARTIN, Manager

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for BRN CAPITAL HOLDING, LLC, at the place designated in the foregoing Articles of Organization, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: April 15, 1999 By: Debra H. Christopher, Asst Sec

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The undersigned member of BRN CAPITAL HOLDING, LLC, deposes and says:

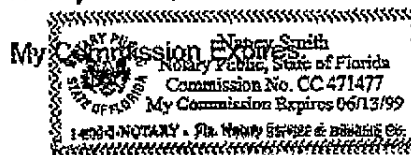
1. The above named limited liability company has at least one (1) member.
2. The total amount of cash contributed by the members is \$ 50,000.00
3. The members are not contributing property other than cash to the limited liability company.
4. The total amount of cash and property anticipated to be contributed by members is \$ 50,000.00.

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.


MICHAEL MARTIN, Manager

Sworn and subscribed before me this 15 day of APRIL 1999, by MICHAEL MARTIN, who is personally known to me and did not take an oath.


Nancy Smith
Notary Public, State of Florida at Large



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