

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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LIMITED LIABILITY COMPANY

BTC, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$346.25



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 13, 1999

STROOCK & STROOCK & LAVAN

SUBJECT: BTC, LLC
REF: W99000021000

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.

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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

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Michael Mays
Document Specialist

FAX Aud. #: H99000022865
Letter Number: 299A00045031

**ARTICLES OF ORGANIZATION
OF
BTC WOMEN'S CLUB, LLC**

Under Section 608.407 of the Florida Limited Liability Company Act.

The undersigned, being a resident of the State of Florida and acting as a member (the "Member") of the limited liability company (the "Company") hereby being formed under Section 608.407 of the Florida Limited Liability Company Act (the "Act"), certifies that:

FIRST: The name of the Company is BTC WOMEN'S CLUB, LLC

SECOND: The term of the Company shall commence upon the date of filing of these Articles of Organization with the Department of State of the State of Florida and shall thereafter be perpetual.

THIRD: The mailing address and street address of the Company is 200 South Biscayne Boulevard, Suite 3300, Miami, Florida 33131.

FOURTH: The name and address of the Registered Agent for service of process is Mindy A. Mora, Esq., 200 South Biscayne Boulevard, Suite 300, Miami, Florida 33131, who has signed below to acknowledge that it is familiar with and accept the obligations of that position.


(Signature of Registered Agent)

FIFTH: The Company is formed for the purpose of engaging in any lawful act or activity for which a limited liability company may be formed under the Act and engaging in any and all activities necessary or incidental to the foregoing.

SIXTH: The remaining members of the Company may continue the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the Company in accordance with the terms of its Operating Agreement.

SEVENTH: The Company may admit new members in accordance with the terms of its Operating Agreement.

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IN WITNESS WHEREOF, the undersigned Member has subscribed these Articles and does hereby affirm the foregoing as true under the penalties of perjury, this 10th day of September, 1999.



Miridy A. Mora

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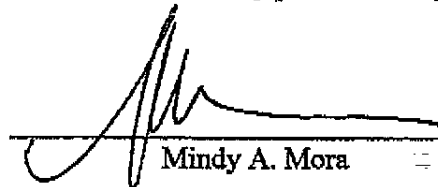
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: BTC WOMEN'S CLUB, LLC.
2. The name and the Florida street address of the registered agent are:

Mindy A. Mora, Esq.
200 South Biscayne Boulevard
33rd Floor
Miami, Florida 33131

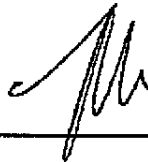
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.


Mindy A. Mora

AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS

The undersigned member or authorized representative of BTC WOMEN'S CLUB, LLC 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 \$8,000.00;
- (3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00;
(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 \$ 0.00;



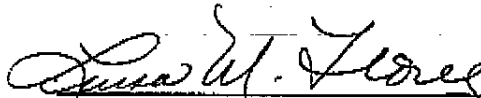
Mindy A. Mora

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STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

Before me, the undersigned authority, a Notary in and for said State, on this day personally appeared Mindy A. Mora known to me to be the person whose name is subscribed to the foregoing instrument and known to me to be a member of BTC WOMEN'S CLUB, LLC, a Florida limited liability company, and that said instrument was signed on behalf of said company.

Given under my hand and seal of office this 10th day of September, 1999.



Notary Public in and for the STATE OF FLORIDA

My commission expires:

