

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY**BEAR HOLDINGS, LLC**

RESUBMITTED WITHOUT AFFIDAVIT
per Brenda.

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FAX AUDIT NO.: H99000026251

**ARTICLES OF ORGANIZATION
OF
BEAR HOLDINGS, LLC**

FILED
99 OCT 18 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is **BEAR HOLDINGS, LLC** (the "Company").

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 8430 West Broward Boulevard, Suite 300, Plantation, Florida 33324.

THIS DOCUMENT PREPARED BY:

Andrew M. Litvak, Esq.
Gunster, Yoakley, Valdes-Fauli &
Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6073

Florida Bar No.: 008958

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Article IV**Initial Registered Office and Agent**

The street address of the initial registered office of this Company is One Biscayne Tower - 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V**Share Certificates**

Each Member's interest in the Company shall be evidenced by a membership or share certificate. The amount of capital which the initial Members have contributed as the initial capital contribution is Ten Thousand Dollars and 00/100 (\$10,000.00). Additional capital contributions may be received and additional shares issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

Article VI**Addition of New Members**

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII**Continuation on Death, Retirement, Etc. of Members**

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

Article VIII**Management**

The Company shall be managed by its Members.

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Article IX
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial Managing Member has executed these Articles of Organization on the 18th day of October, 1999.



ANDREW M. LITVAK,
Authorized Representative

FAX AUDIT NO.: H99000026251

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 18th day of October, 1999, by **ANDREW M. LITVAK**, who is personally known to me and who did not take an oath.

NOTARY PUBLIC - STATE OF FLORIDA
BIBIANA F. LEIRO
COMMISSION # CC828935
EXPIRES 5/28/2003
BONDED THRU ASA 1-888-NOTARY1



(Notary Public, State of Florida at Large

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By: 

MARK J. SCHEER, Vice President

Dated the 18th day of October, 1999