

Thursday, October 21, 1999

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

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LIMITED LIABILITY COMPANY

BT Super USA, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
BT Super USA, LLC

Article II. Address

The Company's mailing address is:
BT Super USA, LLC
320 North Blvd. of the Presidents
Sarasota FL 34236

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Hamed A. Taleb
320 North Blvd. of the Presidents
Sarasota FL 34236

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc. Florida
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

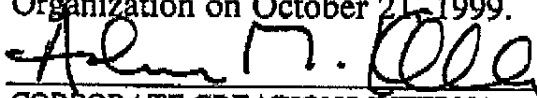
This will be a member-managed company. The name of each member is:

Hamed A. Taleb

Article VI. Company Existence

The Company's existence shall begin effective as of October 21, 1999.

The undersigned authorized representative of a member executed these Articles of Organization on October 21, 1999.


CORPORATE CREATIONS INTERNATIONAL INC.
Andreas M. Kelly Vice President

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

BT Super USA, LLC

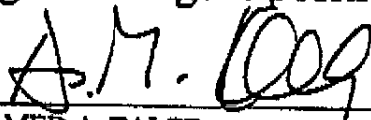
REGISTERED AGENT/OFFICE:

Hamed A. Taleb

320 North Blvd. of the Presidents

Sarasota FL 34236

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



HAMED A. TALEB

by A.M. Kelly as attorney-in-fact

Date: October 21, 1999

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