

Dec-10-1999 13:46

From-ROSENBERG REISMAN STEIN

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Florida Department of State
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Attention: Tammi Cline

LIMITED LIABILITY COMPANY

BIP Mining, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 10, 1999

ROSENBERG, REISMAN, STEIN & DENNIS

SUBJECT: BIP MINING, L.L.C.
REF: W99000028248

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.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please delete the affidavit information be sure to leave the signatures, 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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**ARTICLES OF ORGANIZATION OF
BIP MINING, L.L.C.**

The undersigned, being authorized to execute and file these Articles Of Organization to form the Limited Liability Company hereinafter named, hereby certifies that:

ARTICLE I — NAME:

The name of the Limited Liability Company is: BIP Mining, L.L.C.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Rosenberg, Reisman & Stein LLP, One Southeast Third Avenue, Suite 3050, Miami, Florida 33131.

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 a manager and the name and address of the first manager who shall serve until his successor is elected is:

David O'Neill
2654 South Kittredge Park Road
Evergreen, Colorado 80439

ARTICLE V — Purpose; Powers:

The Limited Liability Company is organized for the purpose of the conduct of any and all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by a limited liability company under said law, all within and without the United States of America.

This instrument prepared by
Donald S. Rosenberg
Rosenberg, Reisman & Stein LLP
One Southeast Third Avenue
Suite 3050
Miami, Florida 33131
305-358-2600
Florida Bar No 068388

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The Limited Liability Company shall have the same powers as an individual to do all things necessary or convenient to conduct its business and affairs, including, without limitation, all powers now and hereafter authorized under the laws of the United States and the State of Florida.

ARTICLE VI — Admission of Additional Members

Additional members may be admitted to the Limited Liability Company with the consent in writing of members owning and holding a majority, in dollar amount, of the capital accounts of the Limited Liability Company and such admission shall be upon such terms and conditions as shall be established in writing by said consenting members.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS ON TERMINATION OF MEMBER

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the membership of a member in the Limited Liability Company, the Limited Liability Company shall be dissolved unless the owners and holders of a majority, in dollar amount, of the capital accounts of the Limited Liability Company, excluding the capital account of the terminated member, consent either in writing or by vote at a meeting of the members to continue the business of the Limited Liability Company.

ARTICLE VIII – EXECUTION OF INSTRUMENTS AND DOCUMENTS

Any instrument or document with respect to the acquisition, mortgage or disposition of any property of the Limited Liability Company, including but not limited to deeds, notes, bonds, mortgages, leases, releases and contracts, executed by the then Manager of the Limited Liability Company shall be valid and binding upon the Limited Liability Company.

ARTICLE IX – REGULATIONS

Regulations for the management and regulation of the affairs of the Limited Liability Company may be adopted, amended and repealed by members owning and holding a majority, in dollar amount, of the capital accounts of the Limited Liability Company by written instrument executed by them.

This instrument prepared by
Donald S. Rosenberg
Rosenberg, Reisman & Stein LLP
One Southeast Third Avenue
Suite 3050
Miami, Florida 3313
305-358-2600
Florida Bar No.. 068388

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ARTICLE XI - COMMENCEMENT OF EXISTENCE

The commencement date of the existence of this Limited Liability Company shall be the date of subscription of these Articles Of Organization if such date is within five (5) business days prior to the date of filing of these Articles Of Organization in the office of the Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

ARTICLE XII - DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, Donald S. Rosenberg is hereby designated as Registered Agent of the Limited Liability Company and the street address of the registered office is designated as c/o Rosenberg, Reisman & Stein LLP, Suite 3050, One Southeast Third Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, these Articles of Organization have been subscribed in duplicate by the undersigned Member this 8th day of December, 1999. (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.)


David O'Neill

Having been named as Registered Agent and to accept service of process for the above named Limited Liability Company at the place above designated, 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.


Donald S. Rosenberg

This instrument prepared by:
Donald S. Rosenberg
Rosenberg, Reisman & Stein LLP
One Southeast Third Avenue
Suite 3050
Miami, Florida 33131
305-358-2600
Florida Bar No 068388

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