



THE UNITED STATES
CORPORATION
COMPANY

M98000000251

ACCOUNT NO. : 072100000032

REFERENCE : 740347 80983A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 9:20

ORDER DATE : March 13, 1998

ORDER TIME : 2:24 PM

ORDER NO. : 740347-005

CUSTOMER NO: 80983A

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-03/16/98--01001--014
***346.25 ***346.25

CUSTOMER: Robert F. Greene, Esq.
Greene Donnelly Schermer
Suite 400
1301 6th Avenue West
Bradenton, FL 34205

FOREIGN FILINGS

NAME: BGK VENTURES LLC

(5)

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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98 MAR 13 PM 3:25
DIVISION OF CORPORATION
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DIVISION OF CORPORATION

BK
3/13/98

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. BGK Ventures LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. New Mexico
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 85-0444234
(FEI number, if applicable)
4. 8/16/96
(Date of Organization)
5. 8/16/2056
(Duration: Year limited liability company will cease to exist or "perpetual")
6. March 31, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 330 Garfield Street, Suite 200, Santa Fe, New Mexico 87501
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Edward Gilbert</u>	<u>MGR</u>	<u>330 Garfield St., Ste. 200</u> <u>Santa Fe, New Mexico 87501</u>	
<u>Fred Kolber</u>	<u>MGR</u>	<u>330 Garfield Street, Ste. 200</u> <u>Santa Fe, New Mexico 97501</u>	
<u>THOMAS WILSON</u>	<u>MGR</u>	<u>330 Garfield Street, Ste. 200</u> <u>Santa Fe, New Mexico 97501</u>	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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APR 13 AM 9:20

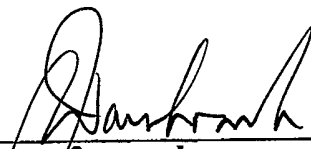
The undersigned member or authorized representative of a member of BGK Ventures LLC
_____ certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 100,000 .

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0- ;
(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 \$ 100,000 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(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.)

James Warshawski, Member

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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.

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1. The name of the Limited Liability Company is:

BGK Ventures LLC

2. The name and the Florida street address of the registered agent and office are:

Robert Greene, Esq. c/o Greene, Donnelly & Schermer
(Name)

1301 6th Ave. West, Ste. 505

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Brandenton

FL 34205
City/State/Zip

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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW MEXICO



SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 9:20

OFFICE OF

THE STATE CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING AND COMPLIANCE

IT IS HEREBY CERTIFIED that:

BGK VENTURES LLC

1813138

an organization organized under the laws of
NEW MEXICO

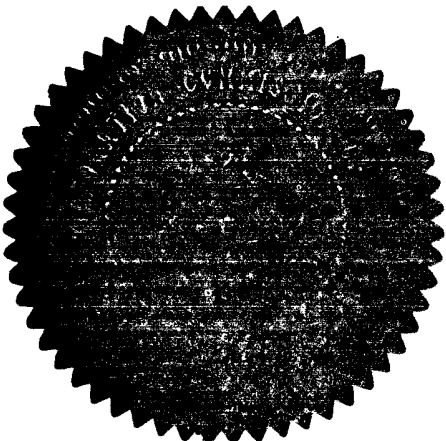
is duly authorized to transact business in New Mexico, as
a Domestic Organization, under the
LIMITED LIABILITY COMPANY ACT
(53-19-1 TO 53-19-74 NMSA 1978)

having filed its Articles of Organization AUGUST 16, 1996
and Certificate of Organization issued as of said date.

IT IS FURTHER CERTIFIED that the fees due the State Corporation Commission, which have been assessed against the aforesaid organization, have been paid to date and aforesaid organization is in good standing and duly authorized to transact business as its existence has not been revoked in New Mexico. This Certificate is not to be construed as an endorsement, recommendation or notice of approval of the organization's financial condition or business activities and practices. This Certificate of Good Standing and Compliance expires when existence ceases as provided by law.

Dated: MARCH 10, 1998

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



William D. Block
Chairman
Tillie M. Martinez
for
Director