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

RECEIVED
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LIMITED LIABILITY COMPANY
Specialty Products of America, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Specialty Products of America, LLC

Article II. Address

The Company's street and mailing address is:
Specialty Products of America, LLC
c/o Hogan & Hartson L.L.P.
101 North Clematis Street, Suite 202
West Palm Beach FL 33401

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410 UNITED STATES

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.

Wanda Whigham, Esq. | FL Bar Member
Hogan & Hartson L.L.P.
101 North Clematis Street, Suite 202
West Palm Beach FL 33401
561-650-7806

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Article V. Management

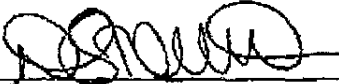
This will be a member-managed company. The name and address of each member is:

WILLIAM J. MERCUR
c/o Hogan & Hartson L.L.P. 101 North Clematis Street, Suite 202 West Palm Beach FL 33401
PHILIP SEID
c/o Hogan & Hartson L.L.P. 101 North Clematis Street, Suite 202 West Palm Beach FL 33401

Article VI. Company Existence

The Company's existence shall begin effective as of October 14, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on October 14, 2004.



WANDA WHIGHAM, ESQ.
by D. Stout as attorney-in-fact

Wanda Whigham, Esq. | FL Bar Member
Hogan & Hartson L.L.P.
101 North Clematis Street, Suite 202
West Palm Beach FL 33401
561-650-7808

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Specialty Products of America, LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
UNITED STATES

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.



CORPORATE CREATIONS NETWORK INC.
Dawn S. Stout, Assistant Secretary

Date: October 14, 2004

Wanda Whigham, Esq. | FL Bar Member
Hogan & Hartson LLP.
101 North Clematis Street, Suite 202
West Palm Beach FL 33401
561-650-7806

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