

105000 116751

MELISSA & ARTHUR HASPEL  
22949 OLD INLET BRIDGE DRIVE  
BOCA RATON, FL 33433

(Address)

(City/State/Zip/Phone #)

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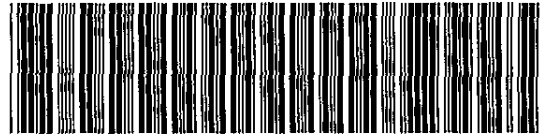
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**ARTICLES OF ORGANIZATION  
OF  
AMERICAN DISCOUNTER, LLC**

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associates themselves for the purpose of forming an organization, not for profit and do hereby certify:

**ARTICLE I**

The name of the organization is AMERICAN DISCOUNTER, LLC hereinafter called the "Discounter"

**ARTICLE II**

The street address of the Registered Office of the Organization is 1814 NE Miami Gardens Drive, #701, North Miami Beach, FL, 33179 <sup>mailing address</sup> and the Registered Agent shall be ARTHUR HASPEL

**ARTICLE III  
PURPOSE**

The purpose of the "Discounter" is to establish an internet business, national headquarters, develop a national sales force, develop national as well as international markets, sell and brok products and establish a presence on the internet.

**ARTICLE IV  
POWERS**

American Discounter LLC, shall have all the powers and duties reasonably necessary to operate and perform any and all functions necessary to establish, maintain "Discounter" including, but not limited to those functions normally performed in the conduction of business.

**ARTICLE V  
ORGANIZERS**

For the purpose of forming "Discounter", the following shall serve as the initial organizers, and shall upon the formation of "Discounter" elect a new Board of Directors to serve for one year terms and then hold annual elections. Each Member shall be a either a member of the Haspel Family or a direct heir or descendent of the initial two members, and may be re-elected in subsequent years.

The Directors named in these Articles shall serve until the first election of Directors.

The name and address of the first Board of Directors who shall hold office until their successors are elected and have qualified, is as follows:

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<b>NAME:</b>	<b>ADDRESS:</b>
Melissa Haspel	1814 NE Miami Gardens Drive #701 North Miami Beach, FL 33179
Arthur Haspel	1814 NE Miami Gardens Drive #701 North Miami Beach, FL 33179

**ARTICLE VI  
DURATION**

The organization shall exist perpetually.

**ARTICLE VII  
AMENDMENTS**

Amendments to these Articles may be proposed upon a vote of the majority of the Directors adopting a resolution setting forth the proposed amendment to these Articles, submitted to a meeting of Directors, called for that purpose.

**ARTICLE VIII  
SUBSCRIBERS**

The name and street address of the Subscribers to these Articles of Organization shall be the same as listed in Article V hereof.

**ARTICLE IX  
OFFICERS**

The Board of Directors shall elect the President, Vice President, Secretary, Treasurer,

The name and address of the officers who shall serve until his successor is designated by the Board of Directors are as follows:

<b>President:</b>	<b>Arthur Haspel</b>	<b>1814 NE Miami Gardens Drive #701 North Miami Beach, FL 33179</b>
<b>Vice President:</b>	<b>Arthur Haspel</b>	<b>1814 NE Miami Gardens Drive #701 North Miami Beach, FL 33179</b>
<b>Secretary-Treasurer:</b>	<b>Melissa Haspel</b>	<b>1814 NE Miami Gardens Drive #701 North Miami Beach, FL 33179</b>

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ARTICLE X

The original By-laws of "Discounter" shall be adopted by a majority vote of the DIRECTORS. Thereafter, the By-laws of "Discounter" may be amended, altered at a regular or special meeting of the members by a vote of a majority of a quorum of Directors present in person.

IN WITNESS WHEREOF, for the purpose of forming this organization under the Laws of the State of Florida, we the undersigned, constituting the organizers of "Discounter" have executed these Articles of Organization this 30 day of November 2005.

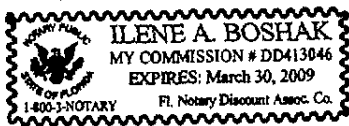
MELISSA HASPEL

*Melissa Haspel*

STATE OF FLORIDA )  
: SS:  
COUNTY OF )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to make acknowledgements, personally appeared, MELISSA HASPEL known to me to be the persons described in and who executed the foregoing instrument and they acknowledged before as that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 30 day of November 2005



*Ilene A. Boshak*  
Notary Public  
State of Florida at Large

NOTARY SEAL

My Commission Expires:

ARTHUR HASPEL

*Arthur Haspel*

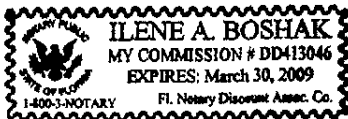
STATE OF FLORIDA )  
: SS:  
COUNTY OF )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to make acknowledgements, personally appeared, ARTHUR HASPEL known to me to be the persons described in and who executed the foregoing instrument and they acknowledged before as that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 30 day of November 2005

NOTARY SEAL

*Ilene A. Boshak*  
Notary Public  
State of Florida at Large



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I hereby accept my designation as registered agent:

*Arthur Haspel*  
~~Arthur Haspel~~

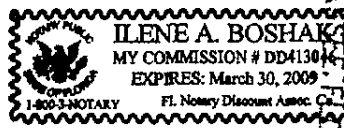
ARTHUR HASPEL

Sworn to and subscribed before me this \_\_\_ day of November, 2005

*Ilene A. Boshak*

Notary Public  
State of Florida at Large

My commission expires on:



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TALLAHASSEE, FLORIDA

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