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

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

LiquiGem, L.L.C.

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:

LiquiGem, L.L.C.

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and street address of the principal office of the Company is:

LiquiGem, L.L.C.
3202 Morning Glory Court, #209
Palm Beach Gardens FL 33401

Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Mitchell D. Schepps
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401

Mitchell D. Schepps | FL Bar Member 979139
Rosen & Read, LLP
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401
561-833-2410

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Article V. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of a majority of the remaining members of the Company within 30 days after any of these events.

Article VI. Admission of Additional Members

The members shall have the right to admit additional members to the Company as provided in the Regulations of the Company.

Article VII. Limitation on Agency Authority of Members

Pursuant to section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

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Article VIII. Management

The management of the Company is reserved to the managers. The name and address of each manager is:

PHILIP J. LEVIN
3202 Morning Glory Court, #209 Palm Beach Gardens FL 33401

Article IX. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Mitchell D. Schepps | FL Bar Member 979139
Rosen & Read, LLP
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401
561-833-2410

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Article X. Company Existence

The Company's existence shall begin effective as of May 13, 1999.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
MITCHELL D. SCHEPPS
by L.A. Uriarte as attorney-in-fact

Date: May 13, 1999

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY:
LiquiGem, L.L.C.

The undersigned deposes and says:

1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000.00 or less.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
MITCHELL D. SCHEPPS
by L.A. Uriarte as attorney-in-fact

Date: May 12, 1999

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Mitchell D. Schepps | FL Bar Member 979139
Rosen & Reade, LLP
Phillips Point, West Tower
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:
LiquiGem, L.L.C.

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REGISTERED AGENT/OFFICE:
Mitchell D. Schepps
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. 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.



Mitchell D. Schepps
by L.A. Uriarte as attorney-in-fact

Date: May 12, 1999

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