

L990000004520

Law Offices
Manuel Diner, P.A.

BAYSIDE OFFICE CENTER
141 NORTHEAST 3RD AVENUE
SUITE 601
Miami, Florida 33132
TELEPHONE (305) 358-7880
FAX (305) 358-7191

July 1, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900002924089--3
-07/06/99--01135--005
****285.00 ****285.00
900002924089--3
-07/06/99--01135--006
****52.50 ****52.50
w99-15991

Re: GOOD IDEA, INC.
Our File No.992-99

Conflict N-97-4617

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Organization of the above referenced corporation, together with our checks in the sum of \$285.00 representing the filing fee and \$52.50 for certified copy.

Should you have any questions, please feel free to call this office.

Very truly yours,

MANUEL DINER, P.A.

Manuel Diner

Manuel Diner, Esq.

MD/da
Enclosure

secst.lett

FILED
DIVISION OF STATE
99 JUL 25 AM 11:27

mtm

7/26



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 13, 1999

MANUEL DINER PA
BAYSIDE OFFICE CENTER
141 N.E. 3RD AVENUE STE 601
MIAMI, FL 33132

SUBJECT: GOOD IDEA, L.L.C.
Ref. Number: W99000015991

We have received your document for GOOD IDEA, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 599A00035891

99 JUL 26 AM 11:27

SECRETARY OF STATE
CORPORATION DIVISION

**ARTICLES OF ORGANIZATION
OF
GOOD IDEA INTERNATIONAL, L.L.C.**

The undersigned, for the purpose of forming a limited company under the Florida Limited Liability Company act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I.
NAME**

The name of the limited liability company shall be:

GOOD IDEA INTERNATIONAL, L.L.C.

**ARTICLE II.
ADDRESS**

The mailing and street address of the principal office of the company shall be:

101 SW 15th Road, Miami, Florida 33129

**ARTICLE III.
DURATION**

The company shall commence its existence on the date these articles of organization are filed by Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV.
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is Manuel Diner, 141 NE 3rd Avenue, Suite 601, Miami, Florida 33132.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Company at the Initial Registered Office designated in these Articles of organization, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 26 AM 11:27

ARTICLE V.
CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI.
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contribution to the company only on the unanimous consent of all the members.

ARTICLE VII
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII.
TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX
MANAGEMENT

The company shall be managed by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. The operating agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
Dee Vision, Inc. B.H.P. Promotions & Investments Limited, an Israeli corporation	P.O. Box 393388, Miami, Fl. 33239-0388 P.O. Box 393388, Miami, Fl. 33239-0388

FILED
STATE
JUL 26 AM 11:27

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Miami, Florida, on this 2 day of July, 1999.

Haim Einhorn
Haim Einhorn, as President of Dee Vision, Inc.

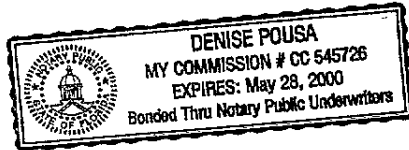
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 2nd day of July, 1999 by Haim Einhorn, as President of Dee Vision, Inc., a Florida corporation, who is personally known to me [] or has produced _____ as identification and who did [] did not [] take an oath.

Denise Poussa
Notary Public, State of Florida

Print Name: _____

My Commission Expires:
c:\wpdocs.corp.artoforgan2.wpd



FILED
SECRETARY OF STATE
DIVISION OF REVENUES
99 JUL 26 AM 11:27

EXHIBIT "A"

<u>Member</u>	<u>Initial Member Contributions</u>	<u>Initial Capital Contributions</u>	<u>Percentage Percentage</u>
Dee Vision, Inc.	Cash	<u>\$1,000.00</u>	50%
B.H.P. Promotions & Investments Limited, an Israeli corporation	Cash	<u>\$1,000.00</u>	50%

grpjler/goodxhA

FILED
SECRETARY OF THE STATE
DIVISION OF CORPORATIONS
99 JUL 26 AM 11:27