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ACCOUNT NO. : 072100000032
REFERENCE : 081595 9011A
AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 125.00

ORDER DATE : March 16, 2001

ORDER TIME : 4:10 PM

ORDER NO. : 081595-005

600003856876--6

CUSTOMER NO: 9011A

CUSTOMER: Nancy J. Mulligan, Legal Asst
Ronald Witkowski, Esq

Suite 202
12798 W. Forrest Hill Blvd.
Wellington, FL 33414

DOMESTIC FILING

NAME: VIRGIN VENTURES, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
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TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION FOR VIRGIN VENTURES, LLC

ARTICLE I - Name

The name of the Limited Liability Company is VIRGIN VENTURES, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 12798 Forest Hill Blvd., Suite 202, Wellington, Florida, 33414.

ARTICLE III - Duration:

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization and in the Operating Agreement of the Company.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager, and the name and address of such manager who is to serve as manager is:

Philip Henning
12798 Forest Hill Blvd.
Suite 202
Wellington, Florida 33414

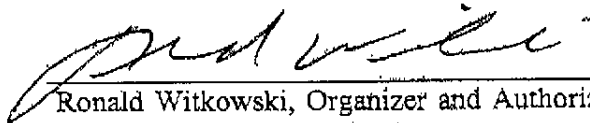
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ARTICLE V - Admission of Additional Members:

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 other members of the Company other than the member proposing to dispose of said interest approve of the proposed transfer by unanimous written consent.

Article VI - Members Rights to Continue Business:

The members will have the right to continue the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Company (collectively "Withdrawal"), as long as there is at least one (1) remaining member, and the remaining member(s) agree to continue the Company by unanimous written consent within ninety (90) days after the Withdrawal of a member, as set forth in the Operating Agreement of the Company.



Ronald Witkowski, Organizer and Authorized
Representative of the Members

Ronald Witkowski, Esq., Authorized Representative
Typed or printed name of signee

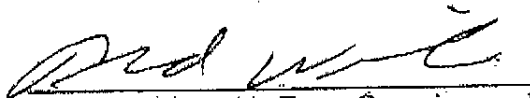
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 608.415, Florida Statutes, the following is submitted:

VIRGIN VENTURES, LLC, desiring to organize under the laws of the State of Florida, with its principal place of business at 12798 Forest Hill Blvd., Suite 202, Wellington, County of Palm Beach, State of Florida, has named Ronald Witkowski, P.A., located at 12798 Forest Hill Boulevard, Suite 202, Wellington, Florida, 33414, as its agent to accept service of process within Florida.

DATE: March 16, 2001

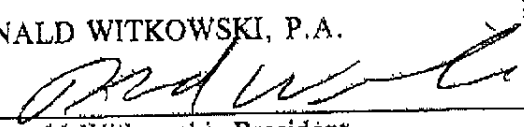


Ronald Witkowski, Esq., Organizer and Authorized
Representative

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, am familiar with the obligations of a registered agent and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: March 16, 2001

RONALD WITKOWSKI, P.A.

By: 

Ronald Witkowski, President

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TALLAHASSEE FLORIDA

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