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December 29, 1999

Registration Section Division of Corporations PO Box 6327 Tallahassee, FL 32314

Dear Sirs,

Please find enclosed our articles of organization for FL LLC for ArtFolio LLC. A Fictitious Name application has also been submitted for ArtFolio. Thank you.

100003086601--01/04/00--01005---003 \*\*\*\*155.00 \*\*\*\*155.00

Dana Bailey

also enclosed is the check of \$ 155.00

ArtFolio 11924 W. Forest Hill Blvd. Suite 22-284 Wellington, FL. 33414

ArtFolio

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name: The name of the Limited Liability Company is: AviFolio LLC
ARTICLE II - Address: The mailing address and street address of the principal office of the Limited Liability Company is:  PMB 284 11924 Forest Hill Blvd.  Ste. 27  Welling tow, FL 33414  ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature S
The name and the Florida street address of the registered agent are:    Name   13 + 13   Northumber and Civile     Florida street address (P.O. Box NOT acceptable)     Well inatom   FL   33 4 1 4   14     City, State, and Zip
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S  Registered Agent's Signature  Article IV - Management (Check box if applicable.)
The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.
(An additional article must be added if an effective date is requested)  Signature of a member or an authorized representative of a member.  (In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  Tana Bailey  Typed or printed name of signee
Filing Fees:    Signature   Si