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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LEOPARD VENTURES, L.L.C. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #) 200003096932-1
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION

OF

LEOPARD VENTURES, L.L.C.

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TALLAHASSEE FLORIDA

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Limited Liability Company is Leopard Ventures, L.L.C.

ARTICLE II

GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

MEMBERSHIP

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by vote of a majority in interest may sell further memberships as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights.

ARTICLE IV

INITIAL AND AUTHORIZED CAPITAL

The amount of capital with which this Limited Liability Company will begin business is not less than \$100, to be contributed as set out in Article IX. The authorized capital shall be \$10,000.00 but may be increased by amending these articles as provided in article X.

ARTICLE V

TERM OF EXISTENCE

This Limited Liability Company is to exist for thirty (30) years. The remaining members may vote to continue the Limited Liability Company's business without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this Limited Liability Company in the State of Florida is 28 W. Dilido Dr., Miami Beach, Fl. 33135. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE VII

MANAGERS

This Limited Liability Company shall, if voted by the members, have not less than one manager, however, the number of managers may be increased or diminished from time to time by Regulations adopted by the stockholders, but shall never be less than one. The Managers may manage the company in accordance with regulations passed by the members of the Company as the members may desire.

ARTICLE VIII

INITIAL MANAGERS

The name and post office address of the members of the first Board of Managers, if any, shall be determined by vote of the membership.

ARTICLE IX

ORIGINAL MEMBERS

The name and post office address of the original members of these Articles of Organization, the original percentage of ownership that they agree to take and the value of the consideration, payable in cash and notes as agreed between the members, therefore is:

<u>Name</u>	<u>Address</u>	<u>Ownership</u>	<u>Consideration</u>
Alain Berdouare	28 W. Dilido Dr. Miami Beach, Fl. 33135	$\frac{1}{2}$ 100	\$100.00

ARTICLE X

AMENDMENT

These articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a majority in interest of the membership entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these articles of Organization be made.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

That Leopard Ventures, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates Alain Berdouare as its Registered Agent, to accept services within the State. The registered office of the Limited Liability Company shall be at 28 W. Dilido Dr., Miami Beach, Fl. 33135.

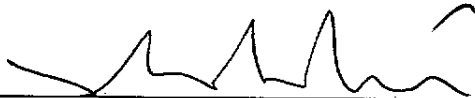
WITNESS the hand and seal of the members in Miami-Dade County, State of Florida, this 7 day of JAN, 2000.

By: 

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Leopard Ventures, LLC, deposes and says:

1. the above named limited liability company has at least one member.
2. the total amount of cash contributed by the member(s) is \$ 100.00
3. if any, the agreed value of property other than cash contributed by member(s) is \$ _____. A description of the property is attached and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by member(s) is \$ _____. This total includes amount from 2 and 3 above



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE FLORIDA

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 48.091, Florida statutes, the following is
submitted:

FIRST: That Leopard Ventures, L.L.C., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business
at the County of Miami-Dade, State of Florida, has named
Alain Berdouare, as its Agent to accept service of process within Florida.

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, and I further agree to comply with the
provisions of all statutes relative to the proper and complete performance of
my duties.


Alain Berdouare

Date

1/7/00

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STATE OF FLORIDA)
)
COUNTY OF DADE -)

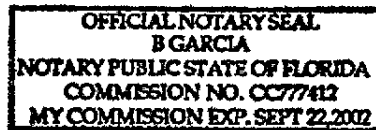
SS:

PERSONALLY appeared before me, Alain Berdouane, who produced _____ identification or if blank is personally known to me to be one of the original members to the forgoing Articles of Leopard Ventures, L.L.C., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade, _____ County, Florida this 7th day of January, 2000.

B Garcia
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires _____



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