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Account Name : ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
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Phone : (954)462-3300
Fax Number : (954)763-2439

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

BUDGETBOXES.COM, L.L.C.

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
FOR
BUDGETBOXES.COM, L.L.C.,
a Florida limited liability company ("Company")**

UNRECORDED
00 APR -7 PM 4:00

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, codified as Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of the Company shall be:

BUDGETBOXES.COM, L.L.C.

2. Duration/Continuation. The period of the Company's duration shall be 75 years, unless earlier terminated by the unanimous written agreement of all Members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of all the remaining Members, or unless extended by an amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

3. Purposes. The purposes for which this Company is being formed are the following:

(a) to participate in, or contract or enter into option for, the purchase, lease, acquisition, construction, development, operation, mortgage, financing, sale, assignment, transfer, conveyance or other use or disposition of real property within or without the State of Florida; and

(b) to engage in any activities or business permitted under the laws of the State of Florida.

4. Registered Agent and Offices. The name and address of the initial registered agent and the principal office of, and mailing address for this Company, are as follows:

EMO Corporate Services, Inc.
100 N. E. 3rd Avenue, Suite 1100
Fort Lauderdale, Florida 33301

Principal office and mailing address of the Company:

5901 SW 74th Street, Suite 205
South Miami, Florida 33143

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5. Voting By Members: As to matters upon which Members of the Company are entitled to vote, each Member's vote shall be based upon the Member's percentage interest, in effect from time to time, in the profits and losses of the Company, as set forth in the Company's Regulations.

6. Admission of Additional Members: Terms and Conditions of such Admissions. Additional Members may be admitted upon the approval of the Managers of the Company, upon the written application of each such new Member in the manner set forth in the Regulations of the Company.

7. Management of Company. The business of the Company shall be managed by three (3) Managers. The names and addresses of the initial Managers are as follows:

Victor Brown
5901 SW 74th Street, Suite 205
South Miami, Florida 33143

David Brown
5901 SW 74th Street, Suite 205
South Miami, Florida 33143

Steven Brown
5901 SW 74th Street, Suite 205
South Miami, Florida 33143

8. Organizing Members. The name and address of the organizing Member executing these Articles of Organization is as follows:

Victor Brown
5901 SW 74th Street, Suite 205
South Miami, Florida 33143

9. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be consistent with Chapter 608, Florida Statutes, and shall be signed and sworn to by one or more Managers of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

10. Regulations of the Company. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Managers. Regulations adopted by the Managers may be repealed or altered, and new Regulations may be adopted, by the affirmative vote of the Managers.

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11. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Company as part of its records).

12. Contracting Debt. Except as otherwise provided by applicable law, no debt shall be contracted nor liability incurred by or on behalf of this Company, except by the Managers.

13. Transferability of Member's Interest. The interest of a Member of this Company may not be transferred or assigned except to such extent and in the manner provided in the Regulations. However, unless all of the Managers of this Company approve of such proposed transfer or assignment, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of this Company or to become a Member. In such event, the transferee shall be entitled to receive only the share of profits or other compensation or distributions, and the return of contributions, to which that Member otherwise would be entitled.

14. Withdrawal or Reduction of Member's Contributions to Capital.

(a) A Member shall not receive out of the Company's property any part of such Member's contribution to capital until:

(1) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them; and

(2) the consent of all Members is had (unless the return of the contributions to capital may be rightfully demanded); and

(3) these Articles of Organization are canceled or so amended as to set out the withdrawal permitted.

(b) A Member shall be entitled to the return of the Member's contribution in the manner, if any, provided for in the Regulations of the Company.

IN WITNESS WHEREOF, the undersigned organizing Member has hereunto set his hand and seal as of the 31 day of March, 2000.


Victor Brown

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The undersigned joins in these Articles of Organization for the purpose of agreeing to act as Registered Agent hereunder. The undersigned is familiar with, and accepts the obligations of, a Registered Agent under the Florida Limited Liability Company Act.

EMO CORPORATE SERVICES, INC.

By: 


Name: MARSHALL T. ENAS

Title: Vice President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 31 day of March, 2000, by Victor Brown, who is personally known to me and who did not take an oath.

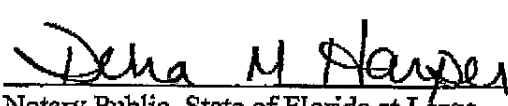



Notary Public, State of Florida at Large

My commission expires: 8/31/02

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 4 day of April, 2000, by Marshall Enas as Vice President of EMO Corporate Services, Inc., a Florida corporation, on behalf of the corporation. The foregoing individual is personally known to me and did not take an oath.


Notary Public, State of Florida at Large

My commission expires:



Debra M. Harper
MY COMMISSION # CC811484 EXPIRES
January 5, 2001
BONDED THRU TROY FARM INSURANCE, INC.

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