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April 21, 2000

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Secretary
Department of State
Division of Corporations
Limited Liability Formation Department
P.O. Box 6327
Tallahassee, FL 32314

Dear Secretary,

Enclosed are an original and two copies the Articles of Organization for 21ST CENTURY INVESTMENTS LLC together with our check in the amount of \$125 for payment of the \$100 fee to file the Articles to form the limited liability company and \$25 for the designated agent fee.

Please return a copy of the Articles and your acknowledgement to evidence the formation of the company. No certification of the articles is requested.

Very truly yours,


William Sumner Scott
For the Firm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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cc: client

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ARTICLES OF ORGANIZATION
OF
21st CENTURY INVESTMENTS LLC

The undersigned subscriber to these Articles of Organization, a natural person, competent to contract, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the company shall be **21st Century Investments LLC**.

The principal place of business of this company shall be 460 Bella Vista Court North, Jupiter, FL 33477.

ARTICLE II. NATURE OF BUSINESS

This company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of members that this company is authorized to have is limited to the holders of 1,000 shares of common stock having a par value of \$1 per share with the specific terms, conditions, limitations, and preferences to be determined by the Managing Member without other member approval.

ARTICLE IV. REGISTERED AGENT AND SERVICE OF PROCESS

The street address of the initial registered office of the company shall be 460 Bella Vista Court N., Jupiter, FL 33477, and the name of the registered agent of the company at that address is Curtis McNair Arnold.

ARTICLE V. TERM OF EXISTENCE

This company is to exist perpetually.

ARTICLE VI. MANAGEMENT OF THE COMPANY

This company is a manager member company. It shall have no Directors. The affairs of the Company will be managed by its managing member, Curtis McNair Arnold. The other members will have no voice in the management of the Company; provided, however, the other members may elect a replacement manager member as provided by the Bylaws.

ARTICLE VII. SPECIAL AUTHORITY OF MANAGING MEMBER AND WAIVER OF
DISSENTERS RIGHTS

The Managing Member shall be and are hereby authorized to enter into on behalf of the company and to bind the company without other member approval, any and all acts approving (a) the terms and conditions of a merger and/or a share exchange; and (b) divisions, combinations and/or splits of shares of any class or series of stock of the company, whether issued or unissued, with or without any change in the number of authorized shares; and the members affected thereby, shall not be entitled to dissenters rights with respect thereto under any applicable statutory dissenters rights provisions.

ARTICLE VIII. ORGANIZER

The name and street address of the organizer to these Articles of Organization is:

Curtis McNair Arnold
460 Bella Vista Court, N.
Jupiter, FL 33477

ARTICLE IX. EFFECTIVE DATE

The company shall commence its existence on the date of acceptance of these Articles by the Florida Secretary of State.

ARTICLE X. CONFLICT OF INTEREST

Any related party contract or transaction must be authorized, approved or entered into by the managing member or the transaction must be fair and reasonable to the Company.

ARTICLE XI. INDEMNIFICATION

The Company shall indemnify its Members, Officers, Employees and Agents in accordance with the following:

(a) The Company shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company), by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was otherwise serving at the request of the Company as a director, officer, employee or agent of another company, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct to be unlawful. The termination of any action, suit or proceeding, by judgment, order, settlement,

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conviction upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith in a manner he reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had reasonable cause to believe the action was unlawful.

(b) The Company shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Company, to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Company, except that no indemnification shall be made in respect of any claim, issue or matter as to whether such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Company, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(c) To the extent that a director, officer, employee or agent of the Company has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Sections (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under Section (a) or (b) of this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the officer, director, employee or agent is proper under the circumstances, because he has met the applicable standard of conduct set forth in Section (a) or (b) of this Article. Such determination shall be made (i) by the Managing Member, provided it is not a party to such action, suit or proceeding, or (ii) by independent legal counsel in a written opinion, or (iii) by the affirmative vote of the holders of a majority of the shares of stock entitled to vote and represented at a meeting called by the managing member for that purpose.

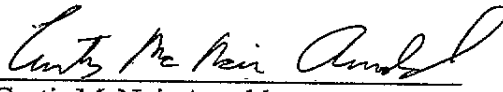
(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceeding, as authorized in Section (d) of this Article, upon receipt of an understanding by or on behalf of the managing member, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Company as authorized in this Article.

(f) The managing member may exercise the Company's power to purchase and maintain insurance on behalf of any person who is or was a member, officer, employee, or agent of the Company, or is or was serving at the request of the Company as a member, officer, employee, or agent of another company, partnership, joint venture, trust or other enterprise, against any liability

asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Company would have the power to indemnify him against such liability under this Article.

(g) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Articles of Organization, the Bylaws, agreements, vote of the members or disinterested members, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a member, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 11th day of April 2000.


Curtis McNair Arnold

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TALLAHASSEE, FLORIDA

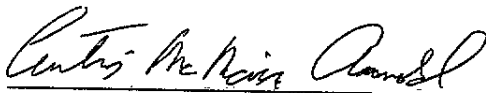
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the company is: **21st Century Investments LLC**
2. The name and address of the registered agent and office is:

Curtis McNair Arnold
460 Bella Vista Court, N.
Jupiter, FL 33477

Having been named as registered agent and to accept service of process for the above stated company at the place designated in this certificate, I hereby accept the appointment as registered agent and 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.


Curtis McNair Arnold

4/15/2000
Date

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00 APR 24 AM 9:18
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TALLAHASSEE, FLORIDA

This Certificate was prepared by:

William Sumner Scott, Esquire
Florida Bar Number 947822
The Scott Law Firm, P. A.
5121 Sarazen Drive
Hollywood, FL 33021

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Facsimile 954-964-1548