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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : EMMANUEL SHEPPARD & CONDON
Account Number : 072720000035
Phone : (850) 433-6581
Fax Number : (850) 434-7163

LIMITED LIABILITY COMPANY

LEEJEWEL, L.L.C.

Certificate of Status	0
Certified Copy	1
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00 MAY 15 PM 5:00

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**ARTICLES OF ORGANIZATION
OF
LEEJEWEL, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be LEEJEWEL, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 13601 Perdido Key Drive, #1 PH 2D, Pensacola, Florida 32507.

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.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Lee Adams, 13601 Perdido Key Drive, #1 PH 2D, Pensacola, Florida 32507.

ARTICLE V - CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VI - ADMISSION OF NEW 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 other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

JILL K. SATTERWHITE
Emmanuel, Sheppard & Condon
30 South Spring Street
Pensacola, Florida 32501
(850) 433-6581

FL Bar No. 0095478

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ARTICLE VII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE VIII - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the company are:

NAME	ADDRESS
JEWEELEE CORP.	13601 Perdido Key Drive #1 PH 2D Pensacola, Florida 32507

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Turkey, CA, on this 8th day of May, 2000.

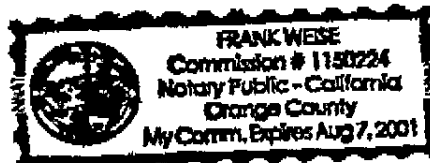
JEWEELEE CORP., a Florida corporation

By: Tamison R. Andersen
TAMISON R. ANDERSEN, Vice President

STATE OF CA
COUNTY OF Orange

Sworn to and subscribed before me this 8th day of May, 2000, by TAMISON R. ANDERSEN, as Vice President of JEWEELEE CORP., a Florida Corporation, who () is personally known to me or who (X) has produced CDL NT524491 as identification and who did not take an oath.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

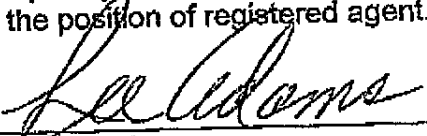


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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of LEEJEWEL, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


LEE ADAMS

This instrument was prepared by:
Jill K. Satterwhite, Esq. of
Emmanuel, Sheppard & Condon
30 South Spring Street
Pensacola, Florida 32501

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