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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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LIMITED LIABILITY COMPANY

S Princess Holdings, LLC

Certificate of Status	1
Certified Copy	0
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
S Princess Holdings, LLC

Article II. Address

The Company's street and mailing address is:
S Princess Holdings, LLC
235 Lincoln Road, Suite 204
Miami Beach FL 33139

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Article III. Registered Agent

The name and street address of the Company's registered agent is:
Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

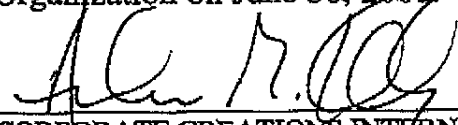
This will be a member-managed company. The name of each member is:

Shalese Presnell

Article VI. Company Existence

The Company's existence shall begin effective as of June 30, 2000.

The undersigned authorized representative of a member executed these Articles of Organization on June 30, 2000.



CORPORATE CREATIONS INTERNATIONAL INC.
Andreas M. Kelly Vice President

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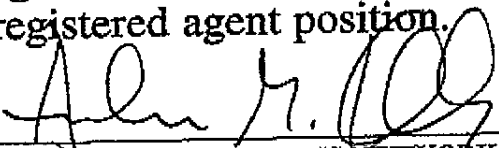
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
S Princess Holdings, LLC

REGISTERED AGENT/OFFICE:
Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS NETWORK INC.
Andreas M. Kelly, Vice President

Date: June 30, 2000

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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