

L000000008291



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 731366 7215994

AUTHORIZATION :

Patricia Pujut

COST LIMIT : \$ 125.00

MJH

ORDER DATE : June 14, 2000

ORDER TIME : 12:04 PM

900003322749--8

ORDER NO. : 731366-005

CUSTOMER NO: 7215994

CUSTOMER: Ms. Rosalyn Smith
Ms. Rosalyn Smith

10236 Boca Entrada Boulevard
#3212
Boca Raton, FL 33428

DOMESTIC FILING

NAME: FELICITY ENTERPRISES LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens - EXT. 1128

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 JUL 13 AM 4:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 13 PM 4:20

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

FELICITY ENTERPRISES LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 10236 Boca Entrada Boulevard, #3212, Boca Raton, Florida, 33428.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Member:

Rosalyn N. Smith

10236 Boca Entrada Boulevard, #3212
Boca Raton, FL 33428

The undersigned authorized representative of a member of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 13 PM 4:20

FELICITY ENTERPRISES LLC hereby executes these articles of organization on this 13 Day of June 2000.

CORPORATION SERVICE COMPANY

BY: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

Dated: June 14, 2000

MMC/msn

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of FELICITY ENTERPRISES LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
day of , 2000.

White Mason
WITNESS

WHITE MASON
TYPED OR PRINTED NAME

Edna McBrath
WITNESS

EDNA McBRATH
TYPED OR PRINTED NAME

Rosalee J. Smith
SIGNATURE

Rosalee J. Smith
TYPED OR PRINTED NAME