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Gossett & Gossett, P.A.

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August 9, 2000

Registration Section
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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****125.00 ****125.00

In re: Chinelly Marketing Services, LLC

Gentlemen:

Enclosed is an original and one copy of the Articles of Organization and Acceptance of Registered Agent executed for the proposed limited liability company named above.

Also enclosed is our check payable to the Florida Department of State in the sum of \$125.00 to cover the filing fee.

Sincerely,

Gossett & Gossett, P.A.

By:


RONALD P. GOSSETT
For the Firm

FILED
00 OCT -9 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

member or auth. rep.

Name Availability	
Document Examiner	RPG/np DCC
Notar	DCC
Member Verifier	IC
Acknowledgement	DCC
W. P. Verifier	DCC

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October 2, 2000

Registration Section
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Diane Cushing
Corporate Specialist

In re: Chinelly Marketing Services, LLC
Reference Number: W00000020534

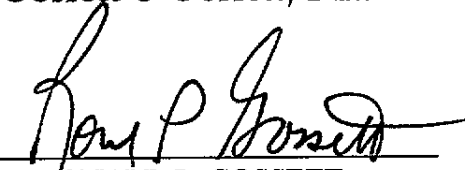
Gentlemen:

Enclosed is the original Articles of Organization and Acceptance of Registered Agent on which I have made the necessary changes.

Sincerely,

Gossett & Gossett, P.A.

By: _____


RONALD P. GOSSETT

For the Firm

RPG/np



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 21, 2000

RONALD P. GOSSETT
GOSSETT & GOSSETT, P.A.
4700 SHERIDIAN STREET, BUILDING 1
HOLLYWOOD, FL 33021-3416

SUBJECT: CHINELLY MARKETING SERVICES, LLC
Ref. Number: W00000020534

We have received your document for CHINELLY MARKETING SERVICES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

You must indicate whether the person signing is either a member or an authorized representative.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 800A00044763

**Articles of Organization
of
Chinely Marketing Services, LLC**

FILED
00 OCT -9 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, by and under the provisions for the formation, liability, rights, privileges and immunities of a Limited Liability Company for profit.

ARTICLE I

The name of this Limited Liability Company shall be:

Chinely Marketing Services, LLC

ARTICLE II

The mailing address and the street address of the principal office of Chinely Marketing Services, LLC is:

7869 Pines Boulevard, Pembroke Pines, FL

ARTICLE III

The name of the initial registered agent of this Limited Liability Company and his Florida street address is Jim Chinely, 7869 Pines Boulevard, Pembroke Pines, FL.

ARTICLE IV

Chinely Marketing Services, LLC, is a manager-managed company.

ARTICLE V

The primary purpose of the Limited Liability Company is to establish, carry on, and maintain the business of an affiliated business arrangement qualified under the Real Estate Settlement Procedures Act, Part II, and to provide settlement services for real estate transactions.

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the Limited Liability Company, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To buy, sell, auction, lease or otherwise deal in real or personal property of every kind and nature, either at retail or wholesale for the Limited Liability Company's own account or for the account of others.

(b) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and with goods, wares, merchandise and other personal property of every class and description whatsoever.

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.

(d) To operate and maintain stores, buildings, warehouses or any other real property for the carrying out of any of the foregoing businesses.

(e) To lease, hire or otherwise acquire, to own, hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein.

(f) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose

of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness created by any other Limited Liability Company or Limited Liability Companies or corporations; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership; including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of Limited Liability Companies organized under the general Limited Liability Company laws of the State of Florida, any Limited Liability Company whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes.

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, promote and to aid in any way in the formation of any Limited Liability Company, domestic or foreign.

(h) To act as financial, business and purchasing agent for domestic and foreign Limited Liability Companies, individuals, partnerships, associations, state governments or other bodies.

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements, processes, copyrights, trademarks and trade name or pending applications therefor, relating to or

useful in connection with the business of the Limited Liability Company or any other Limited Liability Company in which the Limited Liability Company may have an interest as a stockholder or otherwise.

(j) To borrow money and contract debts when necessary for the transaction of its businesses or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its Organization; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specific event, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

(k) To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other Limited Liability Companys.

(l) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, and the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Organization, or any amendment thereof, necessary or incidental to the protection and benefit of the Limited Liability Company, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other Limited Liability Companys, firms or individuals, to carry on any

lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Limited Liability Company, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Organization or any amendment thereof.

(n) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter by lawful and authorized under the laws of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Limited Liability Company; it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this Limited Liability Company.

ARTICLE VI

This Limited Liability Company shall at all times have at least one director. The number of directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The name and addresses of the members of the first Board of Directors are as follows:

Jim Chinelly
7869 Pines Boulevard
Pembroke Pines, FL

ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Limited Liability Company and creating, dividing, limiting and regulating the powers of the Limited Liability Company, its stockholders and directors, are hereby adopted as a part of these Articles of Organization:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Limited Liability Company, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefore.

(c) Unless otherwise determined by the Board of Directors no holder of stock of the Limited Liability Company shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the Limited Liability Company may issue or sell, whether or not exchangeable for any stock of the Limited Liability Company of any class or classes, and whether out of unissued shares authorized by the Limited Liability Company acquired by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the Limited Liability Company be entitled as such as a matter of right,

to purchase or subscribe for any obligation which the Limited Liability Company may issue or sell that may be convertible into or exchangeable for any shares of the stock of the Limited Liability Company of any class or classes, or to which shall be attached or appurtenant to any warrant or warrants, or any instruments or instrument that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the Limited Liability Company any share of its capital stock of any class or classes.

(d) No contract or other transaction between the Limited Liability Company and any other Limited Liability Company, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Limited Liability Company is or are interested in, or is a director or officer, or are directors or officers of such other Limited Liability Company, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract, act or transaction of the Limited Liability Company with any person or persons, firm or Limited Liability Company and each and every person who may become a director of the Limited Liability Company is hereby relieved from any liability that may otherwise exist from thus contracting with the Limited Liability Company for the benefit of himself or any firm, association or Limited Liability Company in which he may be in any wise interested. Any director of the Limited Liability Company may vote upon any contract or other transaction between the Limited Liability Company and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

(e) The Limited Liability Company shall indemnify any officer or director or any

former officer or director to the full extent permitted by law.

(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the Limited Liability Company.

ARTICLE IX

The name and address of the organizer of this Limited Liability Company is as follows:

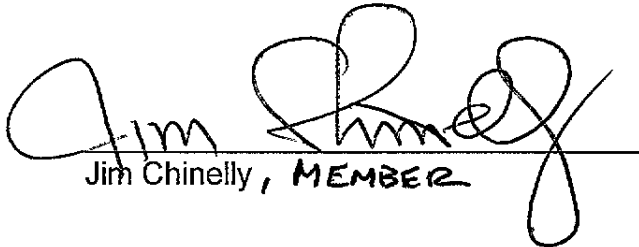
Jim Chinelly
7869 Pines Boulevard
Pembroke Pines, FL

ARTICLE X

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders having the right to vote on any such amendment, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders entitled to vote therein sign a written statement manifesting their intention that a certain amendment to these Articles of Organization be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Hollywood, Broward County, Florida, for the uses and

purposes aforesaid, this 8 day of August, 2000.

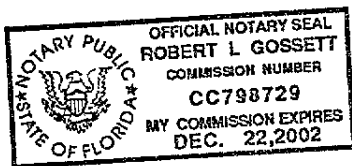

Jim Chinelly, MEMBER

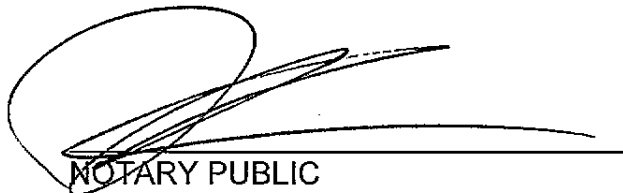
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

THE FOREGOING Articles of Organization were acknowledged before me this 8 day of August, 2000, by Jim Chinelly the Organizer to the said Articles Organization.

00 OCT - 9 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

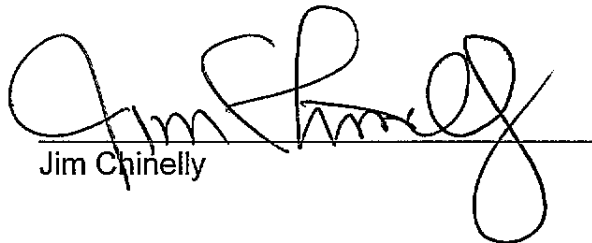



NOTARY PUBLIC

My Commission expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THE UNDERSIGNED, having been appointed as Registered Agent for the above named Limited Liability Company, hereby states that he is familiar with and accepts the obligations of the position as same for said Limited Liability Company.


Jim Chinelly

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

THE FOREGOING Acceptance of Designation as Registered Agent was acknowledged before me this 8 day of August, 2000, by Jim Chinelly.


NOTARY PUBLIC

My Commission expires:

