

Law Offices of
MAHAFFEY & LEITCH

3113 Lawton Road, Suite 225
Orlando, FL 32803
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October 12, 2000

L000000013014

John D. Mahaffey, Jr.
Dougald B. Leitch

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REPLY TO: ORLANDO

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****133.75 ****130.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314


Re: M & D International, L.L.C.

Dear Sir or Madame:

Please file the enclosed Articles of Organization of M & D International, L.L.C., along with the Statement Designating Resident Agent and Office. Our check in the amount of \$133.75 is enclosed to cover your fees.

FILED
00 OCT 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32314

Yours very truly,


John D. Mahaffey, Jr.

JDM/cp

Enclosure

L00-13014
DL



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 18, 2000

JOHN D. MAHAFFEY, JR.
3113 LAWTON ROAD, SUITE 225
ORLANDO, FL 32803

SUBJECT: M & D INTERNATIONAL, L.L.C.
Ref. Number: W00000025213

We have received your document for M & D INTERNATIONAL, L.L.C. and your check(s) totaling \$133.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 400A00054717

FILED
00 OCT 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF M & D INTERNATIONAL, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

Article I Name and Principal Place of Business

The name of the limited liability company shall be M & D International, L.L.C., and its principal office (mailing and street address) shall be located at 3113 Lawton Road, Suite 225, Orlando, Orange County, Florida 32803, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

Article II Purposes and Powers

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

Article III Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time-to-time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

Article IV Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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11-24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

Article V Capital Contributions

Capital contributions in the amount of \$25,000.00 cash shall be supplied to the limited liability company by the two (2) members in their appropriate shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in their respective shares.

Article VI Profits and Losses

Each member shall be entitled to an equal distributive share of the profits and losses of the business of the limited liability company. The Distributive share of the profits or losses, as the case may be, shall be determined and paid to or by the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being October 15, 2000.

Article VII Duration

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Article VIII Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 3113 Lawton Road, Suite 225, Orlando, Florida 32803, and the name of the company's initial registered agent that address is John D. Mahaffey, Jr., Esquire.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of M & D International, L.L.C.

SECRETARY OF STATE
FILED
OCT 24 PM 5:30
TALLAHASSEE, FLORIDA

Executed by the undersigned at Orlando on the
12 day of October, 2000.

Hao Dai
Hao Dai
220 Major Street
Toronto, Ontario, Canada M5S 2L3

John D. Mahaffey, Jr.
John D. Mahaffey, Jr.
3113 Lawton Road, Suite 225
Orlando, FL 32803

FILED
09 OCT 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING RESIDENT AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF ORANGE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is M & D International, L.L.C.


The name of the registered agent for M & D International, L.L.C. is John D. Mahaffey, Jr., and the street address of the company's principal office where the agent is located is 3113 Lawton Road, Suite 225, Orlando, FL 32803.


This statement is to acknowledge that, as indicated above, M & D International, L.L.C. has appointed me, John D. Mahaffey, Jr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to 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.

Dated this 11th day of OCT, 2000.



Hao Dai
Member


John D. Mahaffey, Jr.
Member


John D. Mahaffey, Jr.
Registered Agent