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October 26, 2000

MJH

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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SUBJECT: PRETTY FUNNY MONEY, LLC
Articles of Organization of Florida Limited Liability Company

Enclosed is the signed original and one (1) exact copy of the articles of organization of Florida limited liability company, together with a check in the amount of \$155.00 made payable to the Florida Department of State for:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy
\$155.00 Total Enclosed

FROM AND RETURN TO:

Name (Printed or typed)	Robert A. Rosenberg, Esq.
Address	28960 U.S. 19 N., Suite 100
City, State & Zip	Clearwater, FL 33761
Daytime Telephone number	727-771-8787

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 PM 2:13

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY
OF
PRETTY FUNNY MONEY, LLC**

The undersigned member has executed and submits these Articles of Organization for filing with the Florida Department of State in accordance with section 608.407, Florida Statutes, and the Florida Limited Liability Company Act.

Article I – Name

The name of the limited liability company is: PRETTY FUNNY MONEY, LLC

Article II – Duration

The limited liability company shall have perpetual existence.

Article III - Address

The mailing address and street address of the principal office of the limited liability company is: 28960 U.S. 19 N. Suite 100, Clearwater, Florida 33761.

Article IV – Registered Agent and Registered Office

The name and Florida street address of the registered agent of the limited liability company are: Robert A. Rosenberg, Esq., 28960 U.S. 19 N. Suite 100, Clearwater, Florida 33761.

Article V – Members

The name and address of the organizer and sole initial member of the limited liability company is: Sheri Boesch, 3528 Landmark Trail, Palm Harbor, Florida 34684. No additional members shall be admitted to the limited liability company except upon the unanimous vote of all members of the limited liability company or as otherwise provided in the operating agreement of the limited liability company, as amended from time to time. A member may not transfer its/his/her interest in the limited liability company except upon the unanimous vote of all members of the limited liability company or as otherwise provided in the operating agreement of the limited liability company, as amended from time to time. In the event of transfer, the transferee shall have no right to participate in the management of the business and affairs of the limited liability company or to become a member unless all other members of the limited liability company, other than the member proposing to dispose of all or part of its/his/her interest, approve by unanimous consent, or except as otherwise provided in the operating agreement of the limited liability company.

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SECRETARY OF STATE
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IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization in Florida, on this 26th day of October, in the year 2000.


Sheri Boesch, Member

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

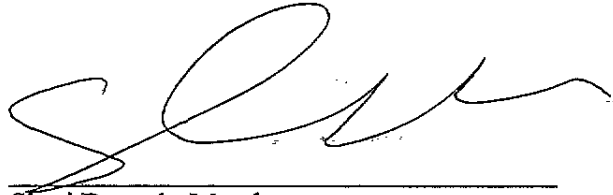
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of sections 608.407(1)(c) and 608.415, Florida Statutes, PRETTY FUNNY MONEY, LLC, organizing as a limited liability company under the Florida Limited Liability Company Act, by its member/organizer, hereby submits this designation of registered agent and registered office to accompany its articles of organization, together with the simultaneous statement of acceptance of this designation by the undersigned designated registered agent.

The name of the limited liability company is: PRETTY FUNNY MONEY, LLC

The name and the Florida street address of the registered agent are:

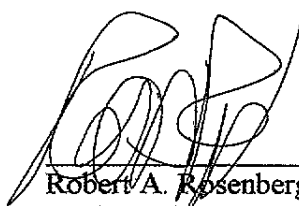
Robert A. Rosenberg, Esq.
28960 U.S. 19 N. Suite 100
Clearwater, Florida 33761



Sheri Boesch, Member

STATEMENT OF ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided in Chapter 608, Florida Statutes.



Robert A. Rosenberg, Esq.
Registered Agent