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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-12/05/00--01081--010
****180.00 ****160.00

CORPORATION(S) NAME

The Hope Collection, LLC

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
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Verifier _____
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W.P. Verifier _____

12/05/00

Order#:

Ref#:

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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

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AND
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JP
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ARTICLES OF ORGANIZATION OF
THE HOPE COLLECTION, LLC
a Limited Liability Company

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
NAME AND ADDRESS

The name of the limited liability company shall be:
The Hope Collection, LLC

and its principal place of business and mailing address shall be:
*5355 Town Center Road, Suite 1105
Boca Raton, Florida, 33486*

ARTICLE II
PURPOSES AND POWERS

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

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

2. Specifically, the Limited Liability Company will create artwork to be marketed and sold throughout the world.

3. To do other such things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

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4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either along 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.

5. 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 this 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.

ARTICLE III CAPITAL CONTRIBUTIONS AND MEMBER RESPONSIBILITY

1. Member, David J. Zappitell, shall own an equal fifty (50%) percent share of The Hope Collection, LLC and will contribute cash in the amount of Three Thousand (\$3,000.00) Dollars and additional contributions as required to promote the art work owned by The Hope Collection, LLC. This member shall further be responsible for the marketing, administration and business affairs of the limited liability company.

2. Brenda H. Zappitell, a/k/a "Hope", is an equal fifty (50%) percent member of The Hope Collection, LLC and the "artist." This member shall be responsible for designing and creating art work to be marketed and sold throughout the world and will additionally share the responsibility of selling, marketing and promoting the art work along with the name "Hope."

ARTICLE IV PROFITS, LOSSES AND EXPENSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits as follows:

David J. Zappitell - 50%
Brenda H. Zappitell - 50%

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(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares or in accordance with the percentage stated in paragraph (a) hereinabove.

ARTICLE V DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law.

ARTICLE VI MANAGEMENT

The limited liability company is to be managed by one manager. The name and address of the person who shall serve as such is as follows:

David J. Zappitell, 5355 Town Center Road
Suite 1105, Boca Raton, Florida, 33486.

Signature of a member or an authorized representative of a member.

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

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

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


David J. Zappitell, Esquire
Name
5355 Town Center Road, Suite 1105
Florida Street Address
Boca Raton, Florida 33486
City, State, and Zip

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



Registered Agent's Signature

**ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP**

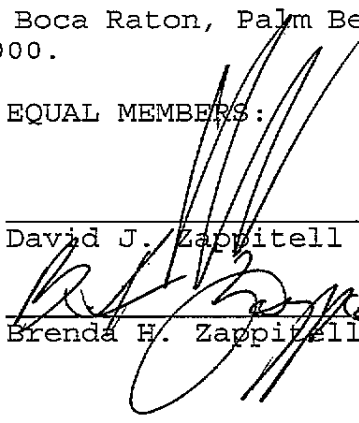
A member's interest in the limited liability company may not be sold or otherwise transferred or conveyed except with unanimous written consent of all members. Prior to conveying said interest, a right of first refusal to all members of record shall first be offered in writing according to their pro-rata interest. Said members will have fifteen (15) days to afford written acceptance.

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 member shall have the right to continue the business and 100% ownership transfers to the surviving member automatically upon a One (\$1.00) Dollar payment to the Estate.

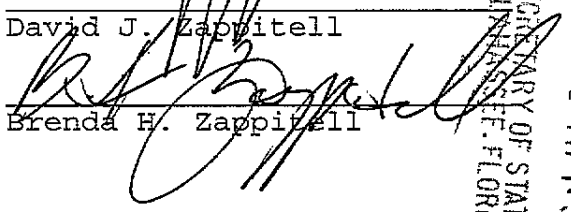
The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Incorporation of The Hope Collection, LLC.

Executed by the undersigned at Boca Raton, Palm Beach County, Florida, on 12-1, 2000.

EQUAL MEMBERS:



David J. Zappitell



Brenda H. Zappitell

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