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LIMITED LIABILITY COMPANY

Industrial Ventures, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

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**ARTICLES OF ORGANIZATION
OF
INDUSTRIAL VENTURES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - Name

The name of the Limited Liability Company is Industrial Ventures, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is:

8233 Gator Lane
West Palm Beach, Florida 33411

ARTICLE III - Duration

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - Registered Agent and Registered Office

The name and street address of the registered agent and registered office of the Company in the State of Florida is: Frederick Schmidt, 8233 Gator Lane, West Palm Beach, Florida 33411.

ARTICLE V - Capital Contributions

Capital contributions in cash or in kind shall be paid to the Company by the members in such amounts as the Managing Members shall determine.

ARTICLE VI - Additional Capital Contributions

Each member shall make additional capital contributions to the Company only upon the unanimous consent of the Managing Members.

ARTICLE VII - Admission of New Members

No additional members shall be admitted to the Company except with the unanimous written consent of the Managing Members of the Company and upon such terms and conditions as shall be determined by the Managing Members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member

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unless the Managing Members of the Company approve of the proposed transfer by unanimous written consent. The initial members of the Company are as follows:

Frederick Schmidt
8233 Gator Lane
West Palm Beach, Florida 33411

Dennis Jaffe
8233 Gator Lane
West Palm Beach, Florida 33411

ARTICLE VIII - Termination of Existence

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided there is at least one remaining member.

ARTICLE IX - Management

The Company shall be managed by a manager or managers in accordance with regulations (the "Operating Agreement") adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial managers of the Company are:

Frederick Schmidt
8233 Gator Lane
West Palm Beach, Florida 33411

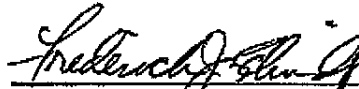
Dennis Jaffe
8233 Gator Lane
West Palm Beach, Florida 33411

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ARTICLE X - AUTHORIZED REPRESENTATIVE

The representative authorized to execute these Articles of Organization of behalf of members Frederick Schmidt and Dennis Jaffe is Frederick Schmidt.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at West Palm Beach, Florida this 5th day of December, 2000.


Frederick Schmidt
Authorized Representative

Registered Agent Acceptance

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, 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.

By: *Frederick Schmidt*
Frederick Schmidt

Date: December 5th, 2000.

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