

Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4003

From:

Account Name : FLORIDA INCORPORATORS, INC.

Account Number : 075350000473

Phone : (305) 661-8503

Fax Number : (603) 761-7427

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY**Lion's Heart International LLC****AL**

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ARTICLES OF ORGANIZATION FOR
LIONS HEART INTERNATIONAL LLC,
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

LIONS HEART INTERNATIONAL LLC

ARTICLE II - Street Address:

The street and mailing address of the Limited Liability Company is:

LIONS HEART INTERNATIONAL LLC
c/o Mark Hankins
1221 Brickell Ave. Ste. 900
Miami, FL 33131

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 years

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FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900 1
MIAMI, FL 33025
(305) 661-8503

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ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager who shall solely be empowered to act on behalf of the Limited Liability Company, and the name and address of the manager is:

Ms. Paulette Omel Archibald Manager
Craddock Road
Charlestown, Nevis

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

ARTICLE VI - Members Rights to Continue Business:

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon the majority vote of the remaining members.

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ARTICLE VII - Registered Agent:

The initial registered agent and registered office of the limited liability company shall be:

Florida Incorporators, Inc.
1221 Brickell Ave. Ste. 900
Miami, FL 33131

ARTICLE VIII - Effective Date:

The effective date of these articles shall be November 28, 2000.

ARTICLE IX - Street Address:

The street address of the principal office of the Limited Liability Company is:

LIONS HEART INTERNATIONAL LLC
c/o Mark Hankins
1221 Brickell Ave Ste. 900
Miami, FL 33131

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ARTICLE X - Initial Membership and Percentages:

The initial membership and ownership percentages of the Limited Liability Company is as follows:

LIONSCUB LTD. 99%
Suite 13, First Floor
Oliaji Trade Centre
Francis Rachel St.
Victoria, Mahe, Seychelles

SHEARIGS COMPANY LIMITED 1%
37 Regent Street
Belize City, Belize

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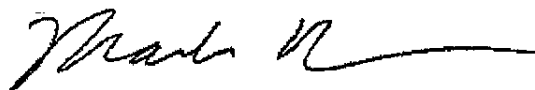
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ARTICLE XI - Initial Capitalization:

The initial capitalization of the Limited Liability Company shall be TEN THOUSAND DOLLARS (\$10,000).

DATED: December 4, 2000

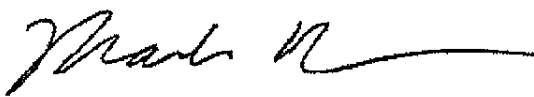


Mark Hankins
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

FLORIDA INCORPORATORS, INC.

By: 

Mark Hankins
President

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