

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L00000015805

Code International
Investments LLC

600003508716--6

-12/20/00--01033--019

****155.00 ****155.00

- Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
✓ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____

00 DEC 20 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 20 AM 10:57
RECEIVED
DIVISION OF CORPORATIONS

12-20-00

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

Courier _____

**ARTICLES OF ORGANIZATION
OF
CADE INTERNATIONAL INVESTMENTS, LLC**

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

ARTICLE I -- NAME

The name of the limited liability company shall be:

CADE INTERNATIONAL INVESTMENTS, LLC ("company").

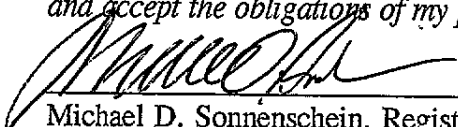
ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 953 English Town Lane, #115, Winter Springs, FL 32708.

ARTICLE III -- -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are: Michael D. Sonnenschein, Esq.
Stein, Sonnenschein, Hochman & Pepler
1420 Alafaya Trail, Suite 101
Oviedo, FL 32765

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 for in Chapter 608, F.S.



Michael D. Sonnenschein, Registered Agent

APPROVED
AND
FILED
00 DEC 20 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

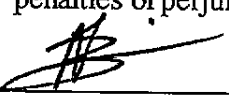
ARTICLE IV -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the 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 unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE V -- MANAGEMENT

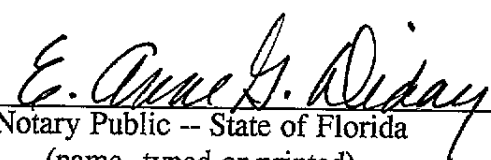
The company shall be managed by one manager or more managers in accordance with regulations adopted by the members for the management of the business and affairs of the company and is therefore a manager-managed Company. Nothing contained herein shall prevent the members from providing the managers designations as officers. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Orlando, Florida, on December 5, 2000. 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.



Nita L. Sonnenschein

Sworn to and subscribed before me this 5th day of December, 2000 by Nita L. Sonnenschein.



Notary Public -- State of Florida
.....(name, typed or printed).....

Personally Known ____

OR

Produced Identification ____

Type of Identification Produced

(Seal)



E. Anne G. Diday
MY COMMISSION # CC816378 EXPIRES
May 18, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

00 DEC 20 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED