

L000000/5883

LAW OFFICE
OF
BRIAN D. SMITH
ATTORNEY AT LAW

BRIAN D. SMITH
MEMBER OF FLORIDA BAR
CERTIFIED PUBLIC ACCOUNTANT
STATE OF FLORIDA

SUITE 372, 420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
TELEPHONE: (305) 672-7000
FAX: (305) 532-9092

December 13, 2000

Secretary of State
Division of Corporations
Filing Department
P.O. Box 6327
Tallahassee, Florida 32314

RE: FILING; LIMITED LIABILITY COMPANY; WINNING FORCE LLC


200003503042--E
-12/18/00--01011--005
****125.00 ****125.00

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Organization for the above referenced LLC. Also enclosed is a check payable to the Secretary of State for \$125.00.

At your earliest convenience, please return a copy of this document. I have enclosed a stamped self addressed envelope for this purpose.

Sincerely,


Brian D. Smith

BDS:sm
enclosures

FILED
NO DEC 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-15883
JR

**ARTICLES OF ORGANIZATION
OF
WINNING FORCE LLC**

ARTICLE I

NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company shall be WINNING FORCE LLC.

ARTICLE II

PRINCIPLE PLACE OF BUSINESS

The mailing address and street address of the principle office of WINNING FORCE LLC is 515 10th Avenue N. Lake Worth, Florida 33460.

ARTICLE III

TERM OF EXISTENCE

This Limited Liability Company shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of the filing of the Articles of Organization with the Secretary of State.

ARTICLE IV

MEMBERSHIP

The initial membership of WINNING FORCE LLC shall be:

Shan P. Albert
515 10th Avenue N.
Lake Worth, Florida 33460

Philip Cannizzaro
733 N. Kings Road #202
West Hollywood, California 09969

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TALLAHASSEE, FLORIDA

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted with the written consent of each member.

ARTICLE VI

SHARING OF PROFITS AND LOSSES

The profits and losses shall be allocated equally among the members. However, the members may from time to time agree to special allocations among its members.

.....
The following document was signed by Shan P. Albert, member of WINNING FORCE LLC.


SHAN P. ALBERT, MEMBER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE PURSUANT TO FLA. STAT. 608.408

State of Florida)
County of Miami-Dade)

On this 13 day of December, 2000, before me appeared the undersigned member of the following Limited Liability Company, WINNING FORCE LLC, who having first been duly sworn affirmed that she entered into the attached Articles of Organization as of the 13 day of December, 2000.



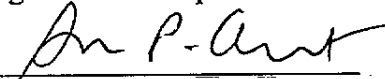
SHAN P. ALBERT

Subscribed to and sworn before me by Shan P. Albert who is personally known to me and who did take an oath.

NOTARY PUBLIC

STATEMENT OF REGISTERED AGENT

The undersigned hereby accepts her appointment as registered agent and hereby certifies that she is familiar with, and accepts the obligations of that position.


SHAN P. ALBERT
515 10TH Avenue N
Lake Worth, Florida 333460

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