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Florida Department of State
Division of Corporations
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EFFECTIVE DATE
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From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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LIMITED LIABILITY COMPANY

Cliffship LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Cliffship LLC

Article II. Address

The Company's street and mailing address is:

Cliffship LLC
114 South Street
Neptune Beach FL 32266

EFFECTIVE DATE
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Article III. Registered Agent

The name and street address of the Company's registered agent is:

William Clifford
114 South Street
Neptune Beach FL 32266

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

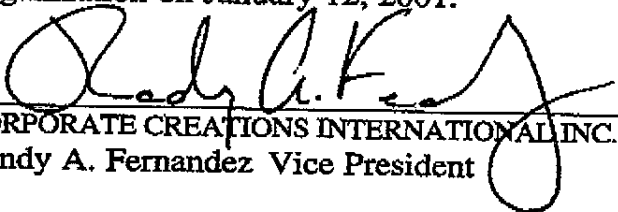
This will be a member-managed company. The name of each member is:

William Clifford

Article VI. Company Existence

The Company's existence shall begin effective as of January 10, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on January 12, 2001.


CORPORATE CREATIONS INTERNATIONAL INC.
Randy A. Fernandez Vice President

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Cliffship LLC

REGISTERED AGENT/OFFICE:

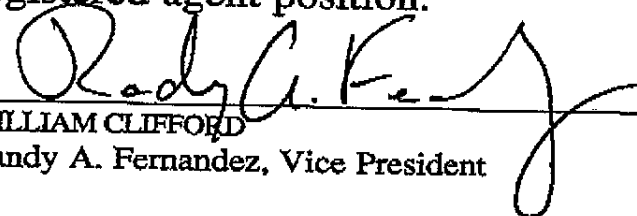
William Clifford

114 South Street

Neptune Beach FL 32266

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


WILLIAM CLIFFORD
Randy A. Fernandez, Vice President

Date: January 12, 2001

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Miami Beach FL 33139
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