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LIMITED LIABILITY COMPANY

CARUBA CAPITAL MANAGEMENT, LLC

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February 15, 2001

Secretary of State
Corporations Division
STATE OF FLORIDA

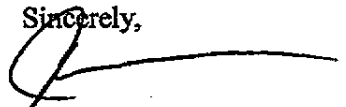
Re: CARUBA CAPITAL MANAGEMENT, LLC., Inc.

Dear Sir / Madam:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of CARUBA CAPITAL MANAGEMENT, LLC.

Please return the copy, stamped to show the date of filing , to the undersigned.

Sincerely,



John F. Martin
Financial Foundations, Inc
P.O. Box 7902
Clearwater, Florida 34618
727-784-1458

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR
LIMITED LIABILITY COMPANY**

OF

CARUBA CAPITAL MANAGEMENT, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned subscriber to these Articles of Organization is a natural person competent to contract and hereby for a Limited Liability Company for profit under Chapter 608.407 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Limited Liability Company is :

CARUBA CAPITAL MANAGEMENT, LLC

ARTICLE 2 - ADDRESS

The address of the principal office of this Limited Liability Company is 12360 66th STREET NORTH , LARGO, FLORIDA 33773 and the mailing address is 2872 SPRING OAK COURT SUTTE E , PALM HARBOR , FLORIDA 34684 .

ARTICLE 3 - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE 4 - MANAGEMENT:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and Address(es) of such manager(s) is/are:

GARY S. NELSON 2872 SPRING OAK COURT , PALM HARBOR, FL 34684

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ARTICLE 5 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Limited Liability Company is the offices of FINANCIAL FOUNDATIONS, INC. , 3150 SANDY RIDGE DRIVE, CLEARWATER , FLORIDA 33761 . The name and address of the registered agent of this Limited Liability Company is FINANCIAL FOUNDATIONS, INC. , doing business at 3150 SANDY RIDGE DRIVE , CLEARWATER , FLORIDA 33761 .

ARTICLE 6 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State , State of Florida.

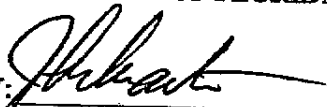
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this 14 th day of February, 2001 .


JOHN F. MARTIN
Authorized Representative

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

FINANCIAL FOUNDATIONS, INC. , doing business in the State of Florida, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.415 OR 608.507, Florida Statutes.

Financial Foundations, Inc.,
IN THE STATE OF FLORIDA

BY: 
JOHN F. MARTIN, PRESIDENT
For Financial Foundations, Inc.

JOHN F. MARTIN
PO BOX 7902

CLEARWATER, FL 33758 INCORPORATE USA 888-INC-9995

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