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February 26, 2001

MJH

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****155.00 ****155.00

Re: **PRODUCT WORKS, L.L.C.**

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Organization for the above proposed Florida limited liability company, along with our client's check in the amount of \$155.00, for payment of the following:

Filing Fee:	\$100.00
Registered Agent Fee:	\$ 25.00
Certified Copy Fee:	\$ 30.00

Please file the enclosed Articles and return a certified copy to us. Thank you for your assistance in this matter.

Sincerely,


David M. Presnick

Enclosures

cc: PRODUCT WORKS, L.L.C.

FILED
01 MAR - 1 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PRODUCT WORKS, L.L.C.

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I
Name

The name of this limited liability company ("Limited Liability Company") is: **PRODUCT WORKS, L.L.C.**

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is: 3873 S. Banana River Blvd., #209, Cocoa Beach, Florida 32931.

ARTICLE III
Duration

The Limited Liability Company shall exist for a perpetual duration.

ARTICLE IV
Management

The Limited Liability Company is to be managed by managers, and the names and addresses of the initial managers who are to serve as managers pursuant to the Regulations of the Limited Liability Company ("Managers") until their successors are elected are:

Richard R. Brown
3873 S. Banana River Blvd., #209
Cocoa Beach, Florida 32931

Raymond L. Brown
200 Embos Circle
Leesburg, Alabama 35983

FILED
01 MAR - 1 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial managers and all subsequent managers shall serve, be removed, and elected pursuant to the Regulations of the Limited Liability Company.


ARTICLE V
Admission of Additional Members

Additional members will be admitted only upon the consent of the Members owning a majority of the Membership Units upon such terms as provided in the Regulations.

ARTICLE VI
Members' Rights to Continue Business

The remaining members of the Limited Liability Company shall 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.

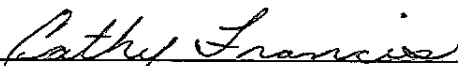
IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this _____, 2001.


Richard R. Brown, Member
(personally known)


Raymond L. Brown, Member

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this Feb. 21, 2001 by **Richard R. Brown**, ☒ who is personally known to me or ☐ who has produced _____, as identification.


NOTARY PUBLIC



Affidavit Number -476-

STATE OF _____ PUERTO RICO
COUNTY OF San Germán, P.R.

The foregoing instrument was acknowledged before me this February 14, 2001 by
Raymond L. Brown, ☐ who is personally known to me or ☐ who has produced driver's lic.,
as identification, *number 3394581*



A handwritten signature in cursive script, likely belonging to the notary, Luis Manuel Torres Ramos.

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **PRODUCT WORKS, L.L.C.**
2. The name and the Florida street address of the registered agent are:

Richard R. Brown
3873 S. Banana River Blvd., #209
Cocoa Beach, Florida 32931

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.


RICHARD R. BROWN