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Barrister at Law (UK/EC/EU)
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May 17, 2001

TRANSMITTAL LETTER FOR LIMITED LIABILITY COMPANY

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-05/21/01--01139--011
****160.00 ****160.00

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Merit Badges International, L.L.C.

Enclosed is an original and one copy of the articles of organization and a check for:

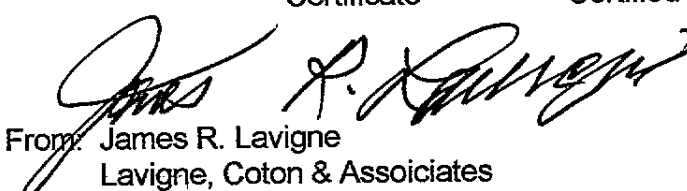
____ \$125
Filing Fee
and Regis-
tered Agent
Designation

____ \$130
Filing Fee,
Registered
Agent Desig-
nation, and
Certificate

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Certified Copy

✓ ____ \$160
Filing Fee,
Registered
Agent Desig-
nation, Certified
Copy, and
Certificate

FILED
01 MAY 21 PM 11:07

From:  James R. Lavigne
Lavigne, Coton & Associates
5301 Conroy Road
Suite 140
Orlando, Florida 32811
(407)316-9988 (phone)
(407) 316-8820 (fax)

mnt
5/24

**ARTICLES OF ORGANIZATION
OF**

MERIT BADGES INTERNATIONAL L. L.C.

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 Merit Badges International, L.L.C. ("company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the company shall be 5301 Conroy Road, Suite 140, Orlando, Florida 32811.

ARTICLE III – DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is James R. Lavigne, 5301 Conroy Road, Suite 140, Orlando, Florida 32811.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company by cash or property or services.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII – ADMISSION OF NEW MEMBERS

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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII – TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX – MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. 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. The names and address of the members of the company are

NAME	ADDRESS
John Lynn	1 Plastirion Park Towyn-Abergele-Conwy LL22 9YT North Wales United Kingdom
Linda Lynn	1 Plastirion Park Towyn-Abergele-Conwy LL22 9YT North Wales United Kingdom

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Orlando, Orange County, Florida, on the 17th day of May, 2001.



John Lynn



Linda Lynn

FILED
01 MAY 21 PM 11:07
CLERK OF DISTRICT COURT
NORTH DAKOTA

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this 17th day of May, 2001 by John
Lynn and Linda Lynn.

James R. LaVigne
Notary Public – State of Florida

Personally Known

OR

Produced Identification ✓

Type of Identification Produced BRITISH PASSPORTS

(Seal)



James R. LaVigne
Commission # CC960919
Expires Sep. 24, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
01 MAY 21 PM 11:07
CLERK OF COURT
JULIA A. BROWN

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of MERIT BADGES INTERNATIONAL, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


JAMES R. LAVIGNE
Registered Agent

FILED
01 MAY 21 PM 11:07
SEAL
FBI