Registration Section
Division of Corporations
Post Office Box 6327
TALLAHASSEE
Florida 32314

28 May 2001

Dear Sirs

500004334985--6 -05/38/81--01103--002 ****168.08 ****168.00

REGISTRATION OF A LIMITED LIABILITY COMPANY

Enclosed please find the Articles of Organization for registration of a limited liability company with the name "Best of Africa Holdings, Limited Liability Company", together with my check for \$160.00 this being for filing fees (\$100.00), designation of registered agent (\$25.00), certified copy (\$30.00) and certificate of status (\$5.00).

I can be contacted at the above address or Tel: (407) 397-2805.

Thanking you kindly in advance.

Yours faithfully,

MRS Y CONDY

M 33 M CO H WATER

www.bestofafrica.net

ARTICLES OF ORGANIZATION OF BEST OF AFRICA HOLDINGS, LIMITED LIABILITY COMPANY

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

ARTICLE I - Name:

The name of the Limited Liability Company (hereinafter referred to as the "Company") is: "BEST OF AFRICA HOLDINGS, LIMITED LIABILITY COMPANY".

ARTICLE II - Address of Principal Office:

The mailing address and street address of the principal office of the Limited Liability Company is: 16/202 at 8908 Legacy Court, Kissimmee, Florida 34747.

ARTICLE III - Duration of Company:

The period of duration for the Limited Liability Company shall be: Perpetual existence.

ARTICLE IV - Statement of Purpose of the Company:

The main purpose of the Limited Liability Company shall be: To manufacture, produce, purchase, import or otherwise acquire and to sell, export, distribute and deal in goods, wares, services, merchandise and materials of any kind and description, and to provide advice on a consultancy basis on such goods, expertise and services which the Company so acquires or distributes.

The above purpose and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Company from engaging in any lawful act or activity for which a Limited Liability Company may be organized under the laws of Florida.

ARTICLE V - Management of Company:

1

The Limited Liability Company is to be managed by the member and the name and address of the managing member is: Ymke Condy, 16/202 at 8908 Legacy Court, Kissimmee, Florida 34747.

ARTICLE VI – Admission of Additional Members:

The right of the member to admit additional members and the terms and conditions of the admissions shall be: Additional members may be admitted at such times and conditions as considered necessary by the founding member, or by the unanimous agreement of the existing members if other members exist at that time, and as provided in the Regulations of the Company.

ARTICLE VII - Member's Rights to Continue Business:

The right of remaining members of the limited liability company to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of the founding member or any other duly admitted member, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be: The remaining members of the Company may continue the business upon the termination of membership of a member in the Company upon majority agreement and as provided in the Regulations of the Company.

ARTICLE VIII - Limitation on Agency Authority of Members:

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, the limitation on agency authority of members shall be: No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE IX - Registered Agent of Company:

The name and Florida street address of the limited liability company's registered agent are: Ymke Condy, 16/202 at 8908 Legacy Court, Kissimmee, Florida 34747.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated, 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 as provided for in Chapter 608 (sections 415 & 507), Florida Statutes.

Registered Agent's Signature

SIGNATURE OF A MEMBER OR AN AUTHORIZED REPRESENTATIVE OF A MEMBER.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this $2b^{44}$ day of May, 2001

MKE CONDY