

W010000011773

JOHN A. DARLSON, P. A.

JOHN A. DARLSON

MAILING ADDRESS:
P. O. DRAWER 2315
STUART, FLORIDA 34995
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00789-01122-000611-000671

June 29, 2001

Florida Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

Re: Perfect Words, LLC
New Filing

Dear Sir/Madam:

Please find enclosed the following with respect to the above-referenced new filing:

1. Two (2) fully executed original counterparts of the Articles of Organization.
2. Money Order in the amount of \$155.00 (filing fee of \$125.00 and certified copy fee of \$30.00).

After filing, please forward the certified copy to the undersigned at P.O. Drawer 2315, Stuart, FL 34995.

Kind regards and good wishes.

Sincerely,

John A. Darlson

JAD/dm
w/encl.
cc: client

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MJH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 9, 2001

JOHN A. DARLSON
P.O. DRAWER 2315
STUART, FL 34995

SUBJECT: PERFECT WORDS, LLC
Ref. Number: W01000015659

We have received your document for PERFECT WORDS, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 401A00040436

ARTICLES OF ORGANIZATION
OF
PERFECT WORDS, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE 1

NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the limited liability company shall be Perfect Words, LLC and it's principal office shall be located at 3842 S.W. Coquina Cove Way #204, in the City of Palm City, County of Martin, State of Florida. It's mailing address shall be 3842 S.W. Coquina Cove Way #204, Palm City, FL 34990, and it shall have the power and authority to establish branch offices at any other place of places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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TALLAHASSEE, FLORIDA

4. To enter into any make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be a member-managed company with the members reserving the right to amend these Articles and the Operating Agreement to change the management of this limited liability company to a manager-managed company. The names and addresses of the persons who shall serve until the first annual meeting of members or until their successors are elected or qualified are as follows:

Heather Nicole Ricardi
3842 S.W. Coquina Cove Way
#204
Palm City, FL 34990

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of members holding at least fifty-one percent (51%) of the membership interest in this limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions by any member may be made in cash, services and/or promissory notes upon such terms and conditions as the members may, from time to time, determine provided that such contributions are in proportion to the percentage of membership owned by each member at the time of contribution.

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.* Each member shall be entitled to the distributive share of the profits according to his/its percentage of membership interest in this limited liability company at the time of said distribution. The distributive share of the profits shall be determined and paid to the members on December 31st of each year unless those members holding a majority of the percentage of ownership of this limited liability company determine an alternate annual distribution date.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3842 S.W. Coquina Cove Way #204, City of Palm City, County of Martin, State of Florida.

The name of the company's initial registered agent is John Darlson, 1684 S.W. Boatswain Place, Palm City, FL 34990

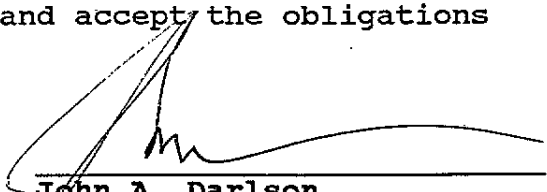
The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Perfect Words, LLC.

Executed by the undersigned at Palm City, Florida on the 2 day of July, 2001.

Heather Nicole Ricardi
Heather Nicole Ricardi

CONSENT OF REGISTERED AGENT

I HEREBY CONSENT to having been named as Registered Agent for PERFECT WORDS, LLC and agreed to accept service of process for the said Florida Limited Liability Company at the place designated herein. 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.



John A. Darlson
1684 S.W. Boatswain Place
Palm City, FL 34990
July 2, 2001