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LIMITED LIABILITY COMPANY.

Donut Shop International, LLC

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7/30/2001

ARTICLES OF ORGANIZATION
OF
DONUT SHOP INTERNATIONAL, LLC

The undersigned, a member of Donut Shop International, LLC, adopts the following Articles of Organization for the purpose of organizing a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act:

FIRST: The name of the limited liability company (hereinafter called the "Company") is Donut Shop International, LLC.

SECOND: The mailing address and street address of the principal office of the Company is 1967 Tigertail Blvd., Dania, Florida 33004.

THIRD: The name of the initial registered agent of the Company in the State of Florida is Steven N. Lippman and the address of the initial registered agent of the Company is 100 Northeast Third Avenue, Suite 610, Ft. Lauderdale, Florida 33301.

FOURTH: The Company is to be manager-managed and the name of the manager is Mark Nichols.

FIFTH: The Company may transact any or all lawful business which limited liability companies may conduct under the Florida Limited Liability Company Act.

Signed on July __, 2001.

INNOVATIVE PRODUCTS, INC.

By: 

Al Hacker, President

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic limited liability company named in the foregoing Articles of Organization.


Steven N. Lippman

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