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OTERO & ASSOCIATES, P.A.
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CORAL GABLES, FLORIDA 33184

JORGE E. OTERO
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October 3, 2001

SENT VIA FEDERAL EXPRESS

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

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***155.00 ***155.00

Re: JACK POLEY INTERNATIONAL, L.L.C.

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Organization for the above-referenced corporation. I am also enclosing a check in the sum of \$125.00 which represents the following fees:

Filing Fee	\$100.00
Certified Copy	\$ 30.50
Registered Agent Fee	\$ 25.00
TOTAL	\$155.00

Please file the original of the enclosed Articles of Organization and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

OTERO & ASSOCIATES, P.A.

By: 
Jorge E. Otero

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEO/ng

Enclosures

ARTICLES OF ORGANIZATION
FOR
JACK POLEY INTERNATIONAL, L.L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is:

JACK POLEY INTERNATIONAL, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

**6619 South Dixie Highway, Unit 303
Miami, Florida 33143**

ARTICLE III - BUSINESS PURPOSE

The purpose of the Limited Liability Company is to engage in any lawful act or activity for which the limited liability companies may be formed under the Limited Liability Company Act of the State of Florida (the "Act").

ARTICLE IV - MEMBER AND MANAGEMENT OF BUSINESS

The name and addresses of the members of this Limited Liability Company are:

NAME

ADDRESS

Jack Poley

**6619 South Dixie Highway, Unit 303
Miami, Florida 33143**

The business of this Limited Liability Company shall be managed by the members in a meeting, or by written consent without a meeting. **Jack Poley** is hereby appointed as Managing Member to carry out, subject to the direction of members, the day to day business of this Limited Liability Company.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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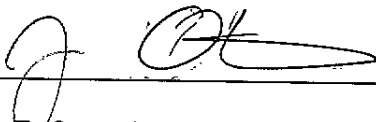
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ARTICLE V – REGISTERED AGENT, REGISTERED OFFICE &
REGISTERED AGENT’S SIGNATURE

The name and the Florida street address of the registered agent is:

Jorge E. Otero, Esq.
75 Valencia Avenue
Coral Gables, Florida 33134

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 as provided for in Chapter 608, F.S.

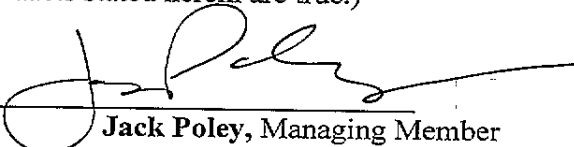


Jorge E. Otero, Esq., Registered Agent

ARTICLE VI – AMENDMENTS

These articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

(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.)



Jack Poley, Managing Member