Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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From:

Account Name

: CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053

: (305)672~0686

Fax Number

: (305)672-9110

LIMITED LIABILITY COMPANY

Billy Dee Capital LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is: Billy Dee Capital LLC

Article II. Address

The Company's street and mailing address is: Billy Dee Capital LLC 17550 Haynie Lane Jupiter FL 33478

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Corporate Creations Network Inc. 941 Fourth Street #200 Miami Beach FL 33139 UNITED STATES

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139 (305) 672-0686 SECRETARY OF STATE
TALLAMASSES FLORID

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

WILLIAM FRIEDOPFER 17550 Haynie Lane Jupiter FL 33478 DORIS FRIEDOPFER 17550 Haynie Lane Jupiter FL 33478

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Article VI. Company Existence

The Company's existence shall begin effective as of October 23, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on October 23, 2001.

CORPORATE CREATIONS INTERNATIONAL INC.

Franco E. Cammarata Vice President

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STATEMENT OF REGISTERED AGENT

Billy Dee Capital LLC

REGISTERED AGENT/OFFICE:
Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139 UNITED STATES

SECRETARY OF STATE TALLARMSSEE, FLORIDA

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

CORPORATE CREATIONS METWORK INC. Franco E. Cammarata, Vice President

Date: October 23, 2001

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