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AUTHORIZATION : *Patricia Pizento*

COST LIMIT : \$ 155.00

ORDER DATE : October 24, 2001

ORDER TIME : 11:06 AM

ORDER NO. : 168506-005

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
Becker & Poliakoff, P.a.
Richard J. Alan Cahan, Esq
Suite 100
5201 Blue Lagoon Drive
Miami, FL 33126

DOMESTIC FILING

NAME: HBS SALES & MARKETING
COMPANY, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED

Handwritten initials and date: 10/24/01

ARTICLES OF ORGANIZATION

FOR

HBS SALES & MARKETING COMPANY, L.L.C.

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "HBS SALES & MARKETING COMPANY, L.L.C." ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized as a sales and marketing entity and to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

23415 Mirabella Circle South
Boca Raton, Florida 33433

5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQ., Esq.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

The address of its registered office is:

5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

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6. **Capitalization.** The capital contribution of its single member has a value of \$5,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
10. **Management.** The business of the Company shall be managed by its sole member. The name and mailing address of the initial Managers of the Company is:

Honey B. Starr
23415 Mirabella Circle South
Boca Raton, Florida 33433

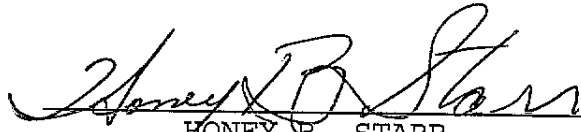
11. **Initial Member.** The name and address of the initial single member of the Company is as follows:

Honey B. Starr
23415 Mirabella Circle South
Boca Raton, Florida 33433

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SECRET
FALLAHEAD
11/17/00

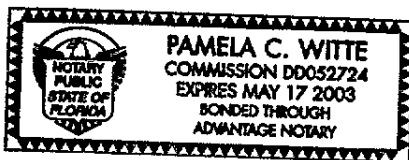
APPROVED
AND
FILED

Dated this 19th day of October, 2001.


HONEY B. STARR
as the single member

State of Florida)
County of Palm Beach) ss

The foregoing Articles of Organization were acknowledged before me this 19th day of October, 2001, by Honey B. Starr as the single member, who ~~has produced~~ is personally know for identification.

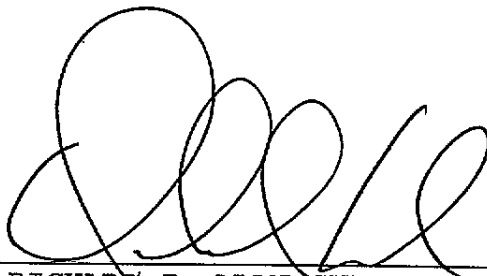



Notary Public
Name of Notary: Pamela Witte
My Commission expires: May 17, 2003

APPROVED
AND
FILED
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Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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.



RICHARD J. ALAN CAHAN, ESQ.,
as Registered Agent

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TALLAHASSEE, FLORIDA

APPROPRIATE
AND
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