

LOI 0000019176

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October 30, 2001

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-11/02/01--01027--003  
\*\*\*\*160.00 \*\*\*\*160.00

SUBJECT: Cup of Life, L.L.C

Dear Sir or Madam:

Enclosed is an original and one copy of the articles of organization and a check for:

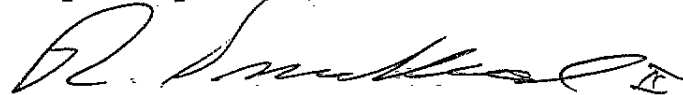
<u>      </u> \$125.00	<u>      </u> \$130.00	<u>      </u> \$155.00	<u>  X  </u> \$160.00
Filing Fee	Filing Fee,	Filing Fee,	Filing Fee,
and Regis-	Registered	Registered	Registered
tered Agent	Agent Desig-	Agent Desig-	Agent Desig-
Designation	nation, and	nation and	nation, Certified
	Certificate	Certified Copy	Copy, and
			Certificate

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If you should have any questions, please do not hesitate to call.

With kindest regards, I remain,

Very Truly Yours,



Robert T. Smallwood II

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OK

## **Articles of Organization of Cup of Life, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

### **Article I -- Name**

The name of the limited liability company shall be Cup of Life, L.L.C. ("company").

### **Article II -- Address**

The mailing address and street address of the principal office of the company shall be 975 Cattlemen Road, Sarasota, FL 34232.

### **Article III -- Duration**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

### **Article IV -- Registered Office and Agent**

The name and street address of the registered agent of the company in the state of Florida is Dawn Imbruno-Hochberg, 975 Cattlemen Road, Sarasota, FL 34232.

### **Article V -- Additional Capital Contributions**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

### **Article VI -- Admission of New Members**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the

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company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

### Article VII -- Termination of Existence

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

### Article VIII -- Management

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

#### NAME

#### ADDRESS

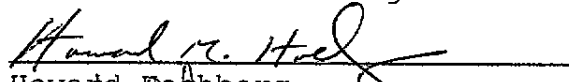
Dawn Imbruno-Hochberg, 975 Cattlemen Road, Sarasota, FL 34232

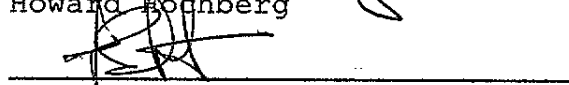
Howard Hochberg, 975 Cattlemen Road, Sarasota, FL 34232

John Smith, 26 Heathfield Road, Bushey Herts WD232LJ, U.K.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Sarasota Florida, on October 30, 2001.

  
Dawn Imbruno-Hochberg

  
Howard Hochberg

  
John Smith

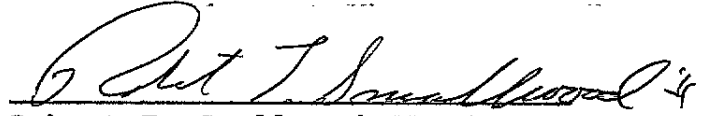
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STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me this October 30, 2001 by Dawn Imbruno-Hochberg, who presented a Florida Drivers License as identification, and by Howard Hochberg, who is personally known to me, and by John Smith, who presented U.K. Photo Passport as identification.

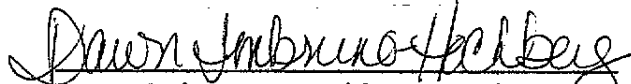


Robert T. Smallwood, II  
MY COMMISSION # CC872209 EXPIRES  
September 20, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Robert T. Smallwood II, Notary  
Public -- State of Florida

### Acceptance of Registered Agent

The undersigned, being the person named in the articles of organization of Cup of Life, L.L.C, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
Dawn Imbruno-Hochberg Registered  
Agent

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