



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE ONLY

L02000002402

January 31, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

F2S2, LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

APPROVE AND FILED
 02 JAN 31 PM 2:42
 CLERK OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 02 JAN 31 PM 12:16
 CLERK OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 ****160.00 ****160.00

Handwritten signature and date: 1-31-02

ARTICLES OF ORGANIZATION OF

F²S², LLC

ARTICLE I
NAME

The name of this Limited Liability Company shall be F²S², LLC, (the "Company").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 340 Giralda, Suite 812E, Coral Gables, Florida 33134, and such other place or places as the member from time to time may determine. The mailing address of the Company is 340 Giralda, Suite 812E, Coral Gables, Florida 33134.

ARTICLE III
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, FL 33146. V34578 ✓

ARTICLE IV
MANAGEMENT

The Company will be a manager-managed company, and will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of members or until his successor is selected and qualified in accordance with the Operating Agreement or applicable law is :

SONIA MOURE
340 Giralda, Suite 812E
Coral Gables, FL 33134

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAR 31 PM 2:02

AND
FILED


IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the 29th day of January, 2002, effective upon filing same with the Florida Department of State.

F²S², LLC


BY: Dennis Ginsburg, Authorized Representative

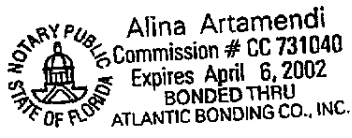
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29th day of January, 2002, by Dennis Ginsburg, who did execute the foregoing Articles of Organization as an authorized representative, who is personally known to me, or who has produced _____ as identification, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.


Signature - NOTARY PUBLIC

Printed Name of NOTARY PUBLIC

Commission Number



APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN
FLORIDA.

1. The name of the limited liability company is:

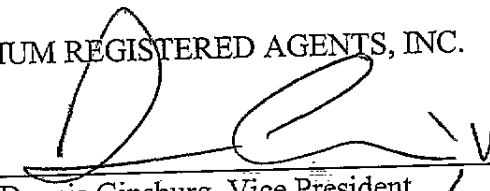
F²S², LLC

2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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 RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED
AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: 
Dennis Ginsburg, Vice President

Date: January 29, 2002

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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