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February 18, 2002

VIA UPS

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*****160.00 *****160.00

Registration Section
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

RE: LDM, L.L.C.

Dear Sir or Madam:

Enclosed are two originals of the Articles of Organization for the above-named proposed Florida limited liability company. Also enclosed is our check in the amount of \$160.00 representing payment of the following:

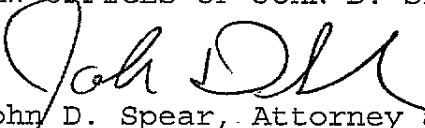
1. Filing Fee;
2. Designation of Registered Agent;
3. Certified Copy;
4. Certificate of Status.

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

Thank you for your courtesies in this matter.

Sincerely,

LAW OFFICES OF JOHN D. SPEAR


John D. Spear, Attorney at Law

JDS/eca
Enclosures

cc: Vickie Meyer-Manz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

LDM, 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, **LDM, L.L.C.**

ARTICLE II. ADDRESS

The mailing address and the street address of the principal office of the company shall be:

**27567 Grove Road
Bonita Springs, FL 34135**

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.

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TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED OFFICE AND AGENT

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

Vickie Meyer-Manz
27567 Grove Road
Bonita Springs, FL 34135

ARTICLE V. CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as agreed to.

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

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

ARTICLE VII. 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 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.

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FLORIDA
SECRETARY OF STATE

ARTICLE VIII. 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 IX. 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:

118280 Canada, Inc., a Canadian corporation
Guy Laflamme, President
145 Auger, C.P. 190
Sainte-Croix, Quebec
Canada G0S 2H0

Marcedes, Inc., a Quebec corporation
Marcel Deslauriers, President
2551 Cap-Au-Diable
Sillery, Quebec
Canada G1T 2V5

RPK#2, a Florida corporation
Vickie Meyer-Manz, President
27567 Grove Road
Bonita Springs, FL 34135

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Bonita Springs, Florida, on the 18th day of February, 2002.



VICKIE MEYER-MANZ Organizer

STATE OF FLORIDA

COUNTY OF LEE

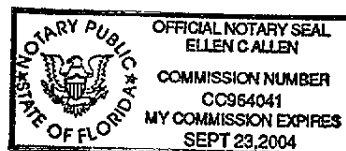
Sworn to and subscribed before me this 18th day of February, 2002 by **VICKIE MEYER-MANZ**, who is personally known to me and who has produced _____ as identification.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE


Signature of Notary Public


ELLEN C. ALLEN
Printed Name of Notary Public

Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of LDM, 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.


VICKIE MEYER-MANZ
Registered Agent
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TALLAHASSEE, FLORIDA