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ATTORNEY AT LAW OFFICE
JORDAN FIELDS, P. A.
A PROFESSIONAL ASSOCIATION

416 CORTEZ AVENUE
STUART, FLORIDA 34994

(772) 286-0890
FAX (772) 288-1728
jfpalaw@bellsouth.net

JORDAN FIELDS, P.A.

YVONNE M. KOEHLER, CLA

May 23, 2002

Division of Corporations
State of Florida
Registrations Department
PO Box 6327
Tallahassee, FL 32314

5/30

MJH

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***125.00 ***125.00

RE: RollingPaperWarehouse.Com, LLC

Dear Clerk,

Enclosed is the original and a copy of the Articles of Organization for ROLLINGPAPERWAREHOUSE.COM, LLC along with our check in the amount of \$125.00 for registration fees.

Please furnish a receipted copy of the Articles to the undersigned.

Thank you,

Jordan Fields

Jordan Fields
enclosures

FILED
02 MAY 30 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
FOR
ROLLINGPAPERWAREHOUSE.COM, LLC

ARTICLE I - NAME

The name of this limited liability company shall be **ROLLINGPAPERWAREHOUSE.COM, LLC**.

ARTICLE II - DURATION

This limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE

Except as restricted by these Articles of Organization, this limited liability company is organized to own and operate a **retail and internet sales business** and for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and street address of this limited liability company shall be 3022 sw Lake Terrace, Palm City, Florida 34990

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the registered agent are:

Charles Goodman
3022 SW Lake Terrace, Palm City, Florida 34990

ARTICLE VI - ADDITIONAL MEMBERS

The limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII - INITIAL MANAGERS

This limited liability company shall be managed by its members who shall be managers. The number of managers of this company may be changed in accordance with the regulations of this company. The names and addresses of the initial managers are:

Charles Goodman, 3022 SW Lake Terrace, Palm City, Florida 34990

Janet Coppoletta, 3395 SW Canoe Place, Palm City, Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

34990

The initial managers shall serve until the first annual meeting of members or until their successors are elected and qualified or until death or resignation.

ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered, or repealed by the unanimous vote of the members.

ARTICLE IX - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member, or any other event which terminates the membership of a member, have the right to continue the business of the limited liability company subject to approval by the unanimous vote of the remaining members; provided that there is at least one (1) member.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these articles of organization in accordance with the Florida Limited Liability Company Act.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named a Registered Agent for **ROLLINGPAPERWAREHOUSE.COM, LLC**, a limited liability company, in this Article of Organization, I, **CHARLES GOODMAN**, on behalf of the LLC, hereby agree to accept service of process for said LLC at the above stated address and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent. I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



CHARLES GOODMAN,
Registered Agent

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

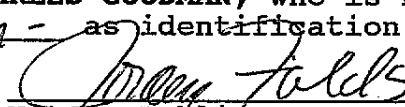
IN WITNESS WHEREOF, the undersigned has executed these articles of organization this 23rd day of March, 2002.



CHARLES GOODMAN

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 23rd
day of March, 2002, by **CHARLES GOODMAN**, who is known to me or
who produced personally known - as identification.


Notary Public

(Seal)