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Shapiro, Blasi, Dector & Piazza, P.A.

Corporate Centre at Boca Raton
Suite 200
7777 Glades Road
Boca Raton, Florida 33434

Andrew B. Blasi
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VIA FEDERAL EXPRESS

June 5, 2002

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **HEARTHSTONE INTERIORS, L.L.C.**

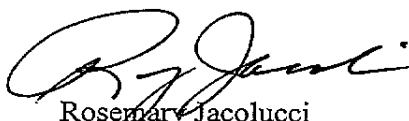
Gentlemen:

In connection with the referenced entity, enclosed please find new Articles of Organization together with our client's check in the sum of \$125.00 representing the filing fee.

Please stamp the enclosed copy and return with your receipt.

Thank you for your cooperation. Should you have any questions, please call.

Very truly yours,



Rosemary Jacolucci
Legal Assistant

Name	
Availability	
Document	Enclosure
Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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****125.00 ****125.00

Rosemary Jacolucci GAVE
AUTHORIZATION BY PHONE TO
CORRECT City in address
DATE 6/6/02
DOC. EXAM. Dec

4 pages

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02 JUN -6 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:

HEARTHSTONE INTERIORS, L.L.C.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is: 2701 N.W. 26th Avenue, Raton, Florida 33434
Boca

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be: perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Jane Goldberg
2701 N.W. 26th Avenue
Boca Raton, Florida 33434

ARTICLE V - Additional Members

Additional members to the Limited Liability Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE VI - Termination of Membership

If a member of the Limited Liability Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

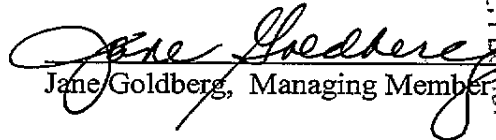
ARTICLE VII - Operation

The members shall have the power to adopt, alter, amend or repeal operating regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE VII - Date of Existence

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

N WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 5 day of June, 2002.


Jane Goldberg, Managing Member

02 JUN -6 PM 12:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

) SS:

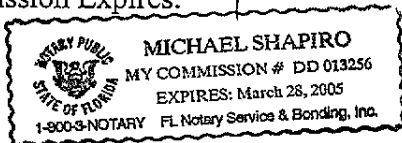
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jane Goldberg, known to me to be the person who executed the foregoing Articles of Organization, who is personally known to me or provided as proof of identification, and she swore before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of June, 2002.


NOTARY PUBLIC, STATE OF

My Commission Expires:



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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **HEARTHSTONE INTERIORS, L.L.C.**

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

Jane Goldberg
2701 N.W. 26th Avenue
Boca Raton, FL 33434

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TALLAHASSEE, FLORIDA

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 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.

Date:

6/5/02

Jane Goldberg

