

W02000017423 (8)

Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

YSP MANAGEMENT LLC

Certificate of Status	0
Certified Copy	0
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FAX AUDIT # H020001647377

ARTICLES OF ORGANIZATION

OF

YSP MANAGEMENT L.L.C.

The undersigned, has executed the following documents as Manager of the above named Enterprise, an Enterprise organized under the laws of the State of Florida, and all rights and obligations of the undersigned as Manager, and those of the Enterprise, are to be determine in accordance with the laws of the State of Florida, and for said purposes, hereby adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liabilities Enterprise shall be YSP MANAGEMENT L.L.C.:

ARTICLE II - DURATION

The Enterprise shall commence existence upon the filing of these Articles of Organization by the Department of State, State of Florida, and shall have perpetual existence:

ARTICLE III - POWERS

The Enterprise may transact any and all lawful business for which Enterprises may be organized under the laws of the State of Florida and engaged in any trade or business which can, in the opinion of the Board of Directors of the Enterprise, be advantageously carried on in connection with or auxiliary to the foregoing business. The Enterprise shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation, and without limiting the preceding, the Enterprise may:

1. Transact any and all lawful business;
2. Said Enterprise shall furthermore have the following additional powers:

TO have perpetual succession by its name;

TO sue and be sued, complain, and defend in its name in all actions or proceedings

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TO have a Seal, which may be altered at the will of the Directors and to use the same by causing it, or a facsimile, to be impressed, affixed, or in any other manner reproduced;

TO purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated;

TO sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

TO lend money to, and use its credit to assist, its officers and employees in accordance with the laws of the State of Florida;

TO purchase, take, receive, subscribe to, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or any interest in or obligations of, other domestic or Foreign Enterprises, associations, partnerships, or individuals, for direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

TO enter into contracts and guaranties and incur liabilities, or money at such rate of interest that the Enterprise may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

TO lend money for its own purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds, so loaned or invested;

TO conduct its business, carry on its operations, and have offices and exercise the powers granted by the appropriate laws of the State of Florida governing Enterprises, for the administration;

TO make donations for the public welfare or for charitable, scientific, or educational purposes;

TO pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its Directors, Officers, and Employees and for any or all of the Directors, Officers and Employees of its Subsidiaries;

TO be a promoter, incorporator, partner, member, associate, or manager of any Enterprise, partnership, joint venture, trust, or other enterprise;

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TO have and exercise all powers necessary to affect its purposes;

TO indemnify any person who buy reason of the fact that he or she is or was a Director, Officer, Employee or Agent of the Enterprise to the full extent as permitted by Florida Law;

ARTICLE IV - ADRESS

The mailing address of the Enterprise and street address of the principal office of the Enterprise is 2301 S. Congress Avenue, Suite 922, Boynton Beach FL;

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and Street of the initial registered agent of the Enterprise is Yves Saint-Pierre, 2301 S. Congress Avenue, Suite 922, Boynton Beach FL;

ARTICLE VI - MANAGEMENT

The Enterprise will be managed by (a) manager (s) to be elected in accordance with the Enterprise's regulation. The name(s) of the initial manager(s) who shall serve until the first annual meeting of the members or until their successors are elected and qualified, in accordance with the Regulations of the Enterprise, are as follow:

Yves Saint-Pierre: General Manager

ARTICLE VII - ADDITIONAL MEMBERS

The members of the Enterprise shall have the right to admit additional members by the unanimous vote of the members of the Enterprise and conditions of the admission of new members shall be governed by the Enterprise's regulations.

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ARTICLE VIII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Enterprise shall in accordance with the terms and conditions contained in the Enterprise's regulations have the right to continue the business of the Enterprise upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event, which terminates the continued membership of a member of the Enterprise.

ARTICLE IX - INDEMNIFICATION

The Enterprise shall indemnify managers and officers of the Enterprise who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Enterprise against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Enterprise may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Enterprise against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Enterprise shall apply when such persons are serving at the Enterprise's request while a manager, officer, employee or agent of the Enterprise, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Enterprise, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Enterprise. The Enterprise also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Enterprise who is a party to a proceeding in advance of final disposition of the proceeding. The Enterprise also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Enterprise, whether or not the Enterprise would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Enterprise or the ability of the Enterprise otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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ARTICLE X - EFFECTIVE DATE

Pursuant to Section 608.409 of the Act, these articles of Organization and the existence of the Enterprise shall become effective on July 11th 2002.

ARTICLE XI - MEMBERS

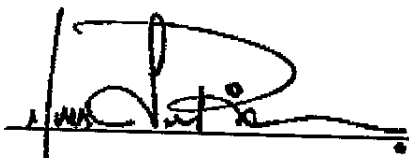
The Managers of the Enterprise shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Enterprise. These regulations may contain any provisions for the regulation and management of the affairs of the Enterprise not inconsistent with any provision of the Law or these Articles of Organizations. The name and address of the members of the Enterprise are:

Yves Saint-Pierre: 2301 S. Congress Avenue, Suite 922, Boynton Beach FL

ARTICLE XI

Nothing in these Articles of Organization shall be taken to limit the power of this Enterprise.

IN WITNESS HEREOF, the undersigned has executed these Articles of Organization on this 11th day of July 2002;

A handwritten signature in black ink, appearing to read 'Yves Saint-Pierre', is written over a horizontal line.

Yves Saint-Pierre

Member / General Manager

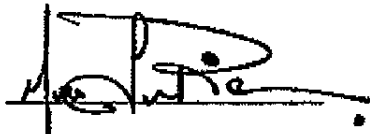
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

The following is submitted in compliance with the Florida Business Enterprise Act:

YSP Management L.L.C. is a Enterprise organized under the laws of the State of Florida, with its registered office located at: 2301 S. Congress Avenue, Suite 922, Boynton Beach FL County of Palm Beach, Florida 33426, and has named Mr. Yves Saint-Pierre as agent to accept service of process within this State at the office specified in his acceptance below.

A handwritten signature in black ink, appearing to read 'Yves Saint-Pierre', written over a horizontal line.

Yves Saint-Pierre

Agent

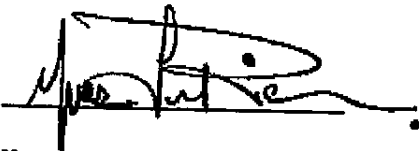
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ACCEPTANCE

I hereby agree, as Registered Agent of YSP MANAGEMENT L.L.C. to accept Service of Process at my office located at: 2301 S. Congress Avenue, Suite 922, Boynton Beach FL County of Palm Beach, Florida 33426, opened during the hours prescribed by Florida Statutes:

I furthermore agree to post my name, and any other officers of said Enterprise authorized to accept service or process, at the Florida designated address, in some conspicuous place in said office as required by law.



Yves Saint-Pierre

Registered Agent

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