

Landis & Mallinger, P.L.

Attorneys at Law

COMPSON FINANCIAL CENTER, SUITE 302
980 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33433

DANIEL M. LANDIS
MARTIN R. MALLINGER

TELEPHONE
(561) 394-7976
(561) 394-7976
(561) 394-7976

L02000017956

July 15, 2002

VIA FEDEX

State of Florida, Division of Corporations
New Filing Section
409 East Gaines Street
Tallahassee, FL 32314

Re: DEBFIT, L.L.C.
Our File No.: B-020009

300006444573--4
-07/16/02--01036--013
****125.00 ****125.00

Dear Sir or Ms.:

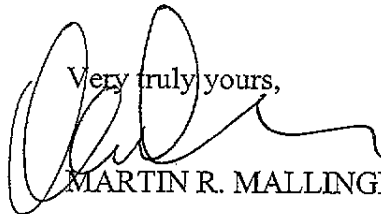
Enclosed please find the following:

1. Original Articles of Organization, together with duplicate copy.
2. Original Statement Designating Registered Agent and Office, together with duplicate copy.
3. Landis & Mallinger, P.L. Operating Account check no. 1176 in the amount of \$125.00 representing the State's filing fee.
4. Stamped return addressed envelope.

Please process and file the enclosed as appropriate and in addition, have each duplicate copy certified and stamped with the date of filing and returned to this office in the stamped envelope provided.

Should you have any questions or require any further information or documentation, please contact the undersigned.

Very truly yours,


MARTIN R. MALLINGER

MRM/sjg
Enclosures

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**ARTICLES OF ORGANIZATION OF
DebFit, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company ("L.L.C.") under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME

The name of the limited liability company ("Company") is DebFit, L.L.C.

ARTICLE II. ADDRESS

The mailing and street address of the Company's principal office is: 5125 Suffolk Drive, Boca Raton, Florida 33496, but it shall have the authority and power to establish branch offices at any other place or places as the members may designate.

ARTICLE III. DURATION

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The name of Company's initial Registered Agent in Florida is: MARTIN R. MALLINGER. The address of Company's registered office in Florida is: c/o LANDIS & MALLINGER, P.L., Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.

ARTICLE V. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation

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TALLAHASSEE, FLORIDA

carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association or corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability to carry on any business, exercise any power or do any act which a limited liability company may not, under Florida laws, lawfully carry one, exercise or do.

ARTICLE VI. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of, the members of this L.L.C. This Article may be amended from time to time in the Regulations of the Company by a unanimous vote of the members thereof.

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ARTICLE VII. MANAGEMENT

The Company is to be managed by its members. Each managing member is identified as follows: DEBORAH G. STEIN, whose address is 5125 Suffolk Drive, Boca Raton, Florida 33496.

ARTICLE VIII. ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of the members and otherwise in compliance with the regulations of the Company. Additional capital may be contributed to the Company, but only on the written consent of all members.

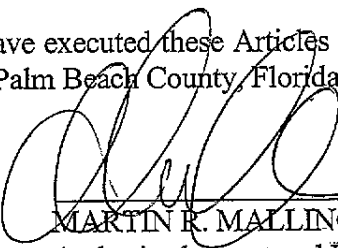
ARTICLE IX. CONTINUATION OF BUSINESS

The remaining members of the Company have the right, upon their unanimous written consent, to continue the business on 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 in the Company ("Dissolution Event").

ARTICLE X. ADDITIONAL PROVISIONS

The power to adopt, alter, amend or repeal the regulations of the Company is vested entirely in the members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 9th day of July, 2002 at Boca Raton, Palm Beach County, Florida.


MARTIN R. MALLINGER,
Authorized Agent and Representative

(corporate/0009debfit-art)

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF PALM BEACH

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

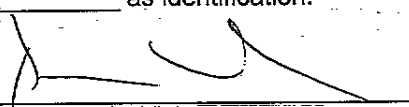
1. The name of the limited liability company (L.L.C. or COMPANY) is DebFit, L.L.C.
2. The name of the Registered Agent for DebFit, L.L.C., is MARTIN R. MALLINGER and the street address of the Company's principal office where the agent is located is C/O LANDIS & MALLINGER, P.L., 980 North Federal Highway, Suite 302, Boca Raton, Florida 33432.
3. This statement is to acknowledge that, as indicated above, DebFit, L.L.C. has appointed me, MARTIN R. MALLINGER, as its registered agent to accept service of process for the Company at the place designated above in this certificate. I accept this 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.

Dated

July 9, 2002


NAME: MARTIN R. MALLINGER
TITLE: REGISTERED AGENT

The foregoing instrument was acknowledged before me this 9th day of July, 2002, by MARTIN R. MALLINGER, agent on behalf of DebFit, L.L.C., a limited liability company, to me personally known or who produced _____ as identification.


NAME: Daniel M. Landis
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
COMMISSION NO. _____
MY COMMISSION EXPIRES: _____



Daniel M. Landis
MY COMMISSION # CC988123 EXPIRES
December 14, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

(C:\OFFICE\WPWIN\WPDOS\ICORP\STMT01)

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