

L02000018508

DIANE F. PINCHUK, ESQ.

13704 SW 92 COURT

MIAMI, FLORIDA 33176

TEL. 305-971-0036 / FAX 305-971-0087

July 19, 2002

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-07/22/02--01043--001

***160.00 ***160.00

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

BK

Re: INNOVIA, LLC

Dear Sir or Madam:

Please find enclosed 2 sets of the Articles of Organization for Innovia, LLC as well as a check in the amount of \$160 covering fees for filing the Articles, certified copy, certificate of registered agent and certificate of status.

If you have any questions, please feel free to call me.

Thank you very much.

Very truly yours,


Diane F. Pinchuk

FILED
02 JUL 22 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
INNOVIA, LLC**

ARTICLE I: NAME

The name of this limited liability company shall be Innovia, LLC ("the Company")

ARTICLE II: MAILING AND STREET ADDRESS

The mailing address and street address of the Company's principal office shall be:
13704 S.W. 92 Court, Miami, Florida 33176.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Company shall be located at 13704 S.W. 92 Court, Miami, Florida 33176. The Company's initial registered agent at that address shall be Diane F. Pinchuk, Esquire.

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 as provided for in Chapter 608, Florida Statutes.



Diane F. Pinchuk

ARTICLE IV: DURATION

The Company shall have perpetual existence.

ARTICLE V: PURPOSE AND POWERS

The Company may engage in any and all lawful activities or transact any and all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI: AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended only through a vote of a "majority-in-interest" of the Company's members (as that term is defined under the Florida Limited Liability Company Act, as amended, and as may be further defined or qualified in the Company's Operating Agreement).

ARTICLE VII: MANAGEMENT

The Company is to be managed by one manager, or more managers, and is therefore, a Manager-managed company.


Signature of Member, Leonard Pinchuk

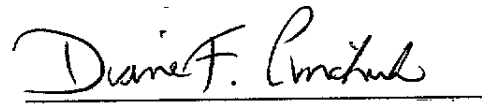
In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Leonard Pinchuk

ARTICLE VIII: ORGANIZER

The organizer of the Company, a natural person being at least eighteen years of age and the legal counsel to, and representative of, the initial member of this Company, having been duly authorized to prepare, execute and deliver any and all documents necessary to organize this Company under the Florida Limited Liability Company Act, as amended, is Diane F. Pinchuk, Esquire, 13704 S.W. 92 Court, Miami, Florida 33176.

Executed this ____ day of July, 2002.


Diane F. Pinchuk, Esquire
Organizer