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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

Effective Date
7-25-02

LIMITED LIABILITY COMPANY

Spirit of New Zealand LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Spirit of New Zealand LLC

Article II. Address

The Company's street and mailing address is:
Spirit of New Zealand LLC
7109-39 Fairway Drive
#302
Palm Beach Gardens FL 33418

Article III. Registered Agent

The name and street address of the Company's registered agent is:
E. Scott Schroeder
3300 PGA Boulevard
Gardens Plaza, Suite 970
Palm Beach Gardens FL 33410

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

E. Scott Schroeder | FL Bar Member 386103
Law Office of Scott Schroeder
3300 PGA Boulevard
Gardens Plaza, Suite 970
Palm Beach Gardens FL 33410
561-493-8000

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Article V. Management

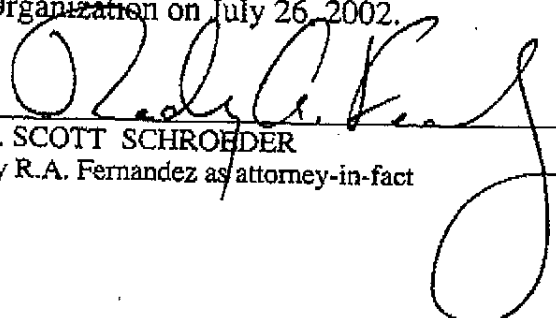
This will be a member-managed company. The name and address of each member is:

CARL S. FROST
7109-39 Fairway Drive #302 Palm Beach Gardens FL 33418

Article VI. Company Existence

The Company's existence shall begin effective as of July 25, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on July 26, 2002.


E. SCOTT SCHROEDER
by R.A. Fernandez as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

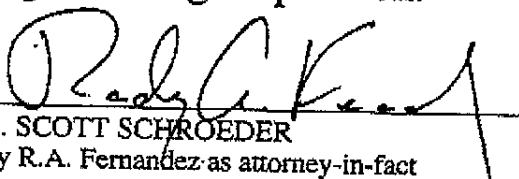
Spirit of New Zealand LLC

REGISTERED AGENT/OFFICE:

E. Scott Schroeder
3300 PGA Boulevard
Gardens Plaza, Suite 970
Palm Beach Gardens FL 33410

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


E. SCOTT SCHROEDER
by R.A. Fernandez as attorney-in-fact

Date: July 26, 2002

E. Scott Schroeder | FL Bar Member 386103
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3300 PGA Boulevard
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