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ANDREW E. PASTOR, P.A.
ATTORNEY AT LAW
11380 PROSPERITY FARMS ROAD
SUITE 101
PALM BEACH GARDENS, FLORIDA 33410

ANDREW E. PASTOR, ESQ.

Telephone 561.624.4900
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July 23, 2002

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100006721871--8
-07/23/02--01043--009
****125.00 ****125.00

Re: Ultimate Karemaster, LLC

Sir/Madam:

Please find enclosed:

1. the original and one (1) copy of Articles of Organization and Certificate Designating Place of Business and Registered Agent for Ultimate Karemaster, LLC; and
2. our Check #1319 in the amount of \$125.00.

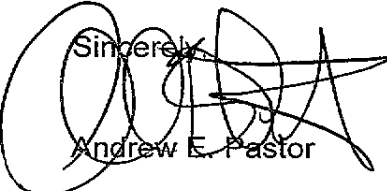
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kindly file the enclosed Articles of Organization and Certificate Designating Place of Business and Registered Agent, returning to me a copy and letter of acknowledgment.

Feel free to call me if you have any questions.

Thank you.

Name Availability	
Document Examiner	DCC
Updater	DCC
Minister	DCC
Adjudicator	DCC
W.P. Verifier	DCC

Sincerely,

Andrew E. Pastor

Enclosures
AFP:sc

LO2000021876

LO2000020221

3 pages



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 30, 2002

ANDREW E PASTOR, P.A.
11380 PROSPERITY FARMS ROAD, SUITE 101
PALM BEACH GARDENS, FL 33410

SUBJECT: ULTIMATE KAREMASTER, LLC
Ref. Number: W02000021876

We have received your document for ULTIMATE KAREMASTER, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In Article VI you state that the management of the company is reserved to the member of the company. Then you turn around and list the managers. Please correct your document because the document can not be managed by the members and the managers. It must be one or the other.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 002A00045891

ARTICLES OF ORGANIZATION
OF
ULTIMATE KAREMASTER, LLC

We, the undersigned as organizers of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organizations for such limited liability company:

ARTICLE I – NAME

The name of the limited liability company is Ultimate Karemaster, LLC

ARTICLE II – DURATION

The period of duration of this limited liability company shall be perpetual from the date of the issuance of a Certificate of Organization by the State of Florida.

ARTICLE III – PRINCIPLE OFFICE

The address of the principle office of this limited liability company is 920 3rd Avenue North, Lake Worth, Florida 33460 and the mailing address shall be the same.

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TALLAHASSEE, FLORIDA

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ARTICLE IV – REGISTERED AGENT AND OFFICE

The name of the initial registered agent within the State of Florida is Andrew E. Pastor, Esq., and the street address is 11380 Prosperity Farms Road, Suite 101, Palm Beach Gardens, Florida 33410.

ARTICLE V – MEMBERS

This limited liability company has two (2) members whose names and addresses are:

Kristie Grinnell
920 3rd Avenue North
Lake Worth, Florida 33460

Principle Group, LLC
920 3rd Avenue North
Lake Worth, Florida 33460

No additional members shall be admitted unless all members, (including any additional members other than original members) shall unanimously agree, and on such terms and conditions as shall be agreed unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrences of any event which terminates the continued membership of a member of this limited liability company, shall terminate this company, unless the remaining members shall unanimously agree to continue the business of the company, in which event this company shall not terminate.

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TALLAHASSEE, FLORIDA

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ARTICLE VI – MANAGEMENT

The management of the company is reserved to the members of the company. The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company.

The name and address of the members are:

Kristie Grinnell
920 3rd Avenue North
Lake Worth, Florida 33460

Principle Group, LLC
920 3rd Avenue North
Lake Worth, Florida 33460

IN WITNESS THEREOF, the undersigned Member has executed these

Articles of Organization on this 5th day of August, 2002.

Principle Group, LLC
(Member of Ultimate Karemaster, LLC)

By: 

John Gebhardt, authorized representative
of Ultimate Karemaster, LLC

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TALLAHASSEE, FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICIO
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHO PROCESS MAY BE SERVED.

In compliance with Section 608, Florida Statutes, the following is
submitted:

First, that Ultimate Karemaster, LLC, desiring to organize or qualify under
the laws of the State of Florida, has named Andrew E. Pastor, Esq., located at
11380 Prosperity Farms Road, Suite 101, Palm Beach Gardens, Florida 33410,
as its agent to accept service of process within Florida.

Principle Group, LLC
(Member of Ultimate Karemaster, LLC)

By: _____

John Gebhardt, authorized representative
of Ultimate Karemaster, LLC

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TALLAHASSEE, FLORIDA

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Having been named to accept service of process for the above stated
Corporation, as the place designated in this certificate, I hereby agree to act in
this capacity. I further agree to comply with provisions of all Statutes relative to
the proper and complete performance of my duties, and I am familiar with and
accept the obligations of my positions as registered agent.

Andrew E. Pastor, Esq.