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Rita M. Burdo
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October 1, 2002

Division of Corporations
Florida Secretary of State
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

000008231200--0.
-10/07/02--01036--006
****250.00 ****125.00

Re: NorthCo Holdings, LLC
NFL, LLC

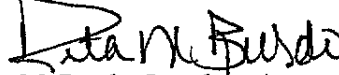
Dear Sir or Madam:

In connection with the organization of the above-referenced Florida limited liability companies, enclosed please find:

1. Articles of Organization of NorthCo Holdings, LLC (*original and one copy*);
2. Articles of Organization of NFL, LLC (*original and one copy*);
3. Our firm's check in the amount of \$250, representing the appropriate filing and registered agent fees; and
4. A self-addressed stamped envelope in which to return date-stamped copies.

Thank you for your assistance in this matter. If you have any questions or comments, please contact me.

Very truly yours,


Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

cc: Mr. Neil F. Lewis (w/enc.)
Lewis-FL SOS.ltr.wpd

FILED
02 OCT-7 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LO2-26430
JR

**ARTICLES OF ORGANIZATION
OF
NORTHCO HOLDINGS, LLC**

ARTICLE I - NAME

The name of this Florida limited liability company is NORTHCO HOLDINGS, LLC (the "Company").

ARTICLE II - DURATION

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Operating Agreement.

ARTICLE III - ADDRESS

The mailing address and the street address of the principal office of the Company is 447 Kelsey Park Drive, Palm Beach Gardens, Florida 33410.

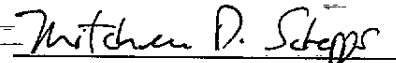
ARTICLE IV - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of the Company is NEIL F. LEWIS, 447 Kelsey Park Drive, Palm Beach Gardens, Florida 33410.

ARTICLE VI - COMPANY EXISTENCE

The Company's existence shall be effective as of the time of the filing of these Articles of Organization with the Florida Department of State.

DATE: October 1, 2002.


MITCHELL D. SCHEPPS, ESQ.
Authorized Representative

MITCHELL D. SCHEPPS, ESQ.
Sonnenschein Nath & Rosenthal
777 South Flagler Drive, Ste. 1102W
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 OCT -7 AM 10:07

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

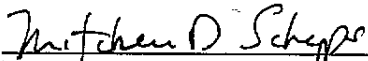
LIMITED LIABILITY COMPANY:

NORTHCO HOLDINGS, LLC

REGISTERED AGENT AND REGISTERED OFFICE:

NEIL F. LEWIS
447 Kelsey Park Drive
Palm Beach Gardens, FL 33410

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



MITCHELL D. SCHEPPS, ESQ.
Authorized Representative

DATE: October 1, 2002.

Lewis-NorthCo Holdings, LLC Articles of Organization.wpd

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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