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MEMBER
FLORIDA BAR
CONNECTICUT BAR

LYNNE A. HAGIBES, CLA
CERTIFIED LEGAL ASSISTANT

L020000026450

October 2, 2002

Secretary of State
Florida Department of State
Corporations Divisions
P.O. Box 6327
Tallahassee, Florida 32314

FILED
02 OCT -7 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL

Re: Cub Pro, LLC

100008233431--8
-10/07/02--01044--002
***125.00 ***125.00

Dear Sir/Madam:

Enclosed please find the Articles of Organization for the above-referenced limited liability company along with the filing fee of \$125.00. Please cause these Articles of Organization to be filed and return to this office a filed stamped copy thereof. If you have any questions or if there are any problems, feel free to contact me. A self addressed-stamped envelope for ease of return is enclosed for your convenience.

Sincerely,



Lynne A. Hagibes, CLA
Certified Legal Assistant

/lh
Enclosure

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

The undersigned, desiring to form a limited liability company under the provisions of the laws of the State of Florida, hereby make, subscribe and acknowledge before a notary public, and file with the Secretary of State of the State of Florida, the following Articles of Organization for such company:

ARTICLE I - NAME

- a. The name of the limited liability company is:

CUBPRO, L.L.C.

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ARTICLE II - PURPOSE

- a. The general nature of the business to be conducted and carried on by the company is the business of import and export of products and materials.
- b. To engage in every aspect and phase of each and every lawful business or operation permitted by the law of the State of Florida, including but not limited to the right and power to manufacture, distribute, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise acquire and to own mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest income, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.
- c. To purchase, take and lease, or exchange, hire or otherwise acquire any real or

personal property, rights, or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery stores or works, insofar as the same may be pertinent to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized; so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

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d. The company shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full authority to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated, so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

e. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof, so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

f. To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above

enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it was organized. The said company may perform any part of its business outside the State of Florida or in any other states or colonies of the United States or in any foreign country or countries.

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ARTICLE III - DURATION

This company shall exist, commencing on the date of execution and acknowledgment of these Articles of Organization in perpetuity until dissolved in accordance with the laws of the State of Florida.

ARTICLE IV - SHARING OF PROFITS AND LOSSES

The profits and losses of the company shall be shared among all then existing members of the limited liability company in accord with the ratio of the membership interests of the members. It is anticipated that each member may contribute to the company with both cash and services.

While it is the goal of the members for each of them to contribute their services in roughly the proportionate amounts the members understand that it may not be possible to quantify the exact nature or amount of services contributed. Thus, in determining the nature or the amount of each individual member's membership interest for the purposes of allocating profits, losses, determining voting rights, determining management authority pursuant to Article VIII or the recovery of amounts by a withdrawing member under Florida Statute 608.427, the parties will be governed by the membership interests set forth in the Operating Agreement on file with the company or as amended.

The company may enter into separate contracts with its members setting forth specific non management services to be rendered and payment therefore. The consideration paid for the non management service shall not be considered a distribution of profits or of the capital account.

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ARTICLE V - INITIAL MEMBERS OF THE COMPANY

This company will have four (4) members initially. The number of members may be either increased or diminished from time to time by the members but shall never be less than 1. Additional members shall be admitted only upon the consent of the then existing member(s) holding a majority of membership interest in the company and upon the terms and conditions set by those member(s). A member's interest in the company may not be assigned or transferred in whole or in part without the consent of the then existing majority members and upon the terms and conditions set by those member(s) holding a majority of membership interest in the company.

ARTICLE VI - AMENDMENT

This company reserves the right to amend any provision contained in these Articles of Organization or any amendment thereto. However, any such amendment must be by a majority vote of the then existing members.

ARTICLE VII - RIGHTS OF REMAINING MEMBERS

The company shall be dissolved when continuing membership of members in the limited

liability company ceases by reason of death, retirement, resignation, expulsion, bankruptcy or dissolution of a corporate member is less than two, or the occurrence of any other event which makes it impossible for the company to continue. However, the then remaining member of this limited liability company may continue the business of the limited liability company upon the admission of an additional member(s) within 90 days or by an Amendment of these Articles within that time. The remaining business shall be continued upon the terms and conditions set by the remaining member(s) at the time of any such event or occurrence.

ARTICLE VIII - MANAGEMENT

The management of the limited liability company shall be conducted by a Manager. All management decisions shall be made by the Manager and all actions and powers set forth in Article II (b) - (f) may be made only by such Manager. The members of the company shall have the power by a majority vote only of membership interest, to change managers or to otherwise amend or alter this Article for the regulation and operation of the affairs of the company that are not inconsistent with the applicable laws or these Articles.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410, and the name of the initial registered agent of this company at that address is L. Wesley Nichols.

ARTICLE X - PRINCIPAL OFFICE AND MAILING ADDRESS

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TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That CUBPRO, L.L.C., desiring to organize under the laws of the State of Florida with its principal office in the City of Boca Raton, County of Palm Beach, State of Florida, as indicated in the Articles of Organization, has named L. Wesley Nichols, 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within this state.

Dated: 9.30.02

J. Miller
Jacqueline N. Miller, Member

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TALLAHASSEE, FLORIDA

Having been named to accept services of process for the above stated company, at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office and to comply with all provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of a Registered Agent.

Dated: 10-2-02

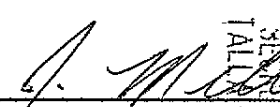
L. Wesley Nichols
L. Wesley Nichols

The initial principal office and mailing address of the company shall be located at:

10751 Fox Glen Drive, Boca Raton, Florida 33428

IN WITNESS WHEREOF, the undersigned, being the Authorized Representative of the original members of the company herein above named for the purpose of forming a limited liability company to do business both without and within the State of Florida does hereby make, subscribe, acknowledge and file these Articles of Organization, hereby declaring and certifying that the facts therein stated are true and correct, and have hereunto set her hand and seal this 30th day of September, 2002.

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

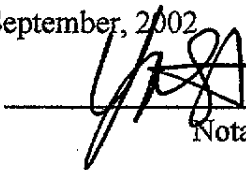


Jacqueline N. Miller, Member

Before me, the undersigned authority personally appeared Jacqueline N. Miller, who is personally known to me and after being by me first duly cautioned and sworn, upon her oath, deposes and says that she is the party to the foregoing Articles of Organization and acknowledges the said execution by her free and voluntary act and deed, and that the facts therein stated are truly set out.

WITNESS my hand and official seal this 30th day of September, 2002

Notary Stamp:



Notary Public

