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October 7, 2002

EXPRESS MAIL NO. EL 869066207 US

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

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-10/11/02--01076--004
****250.00 ****125.00

RE: BAZUA ENTERPRISES OF PALM BEACH AND MARTIN COUNTIES, L.L.C.
and BAZUA ENTERPRISES OF BROWARD COUNTY, L.L.C.
ARTICLES OF ORGANIZATION

Dear Sir or Madame:

Enclosed please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability companies, along with my trust account check no. 8289 in the amount of \$250.00 representing the filing fee and the certification of same. I have also enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your cooperation in this matter.

Very truly


Elaine M.

EMG/ljs
Enclosures

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

L02-27160
JR
FF \$25.00

**ARTICLES OF ORGANIZATION
OF
BAZUA ENTERPRISES OF PALM BEACH AND MARTIN COUNTIES, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company;

ARTICLE I

The name of this company shall be:

BAZUA ENTERPRISES OF PALM BEACH AND MARTIN COUNTIES, L.L.C.

ARTICLE II

Duration/Continuation. The period of this company's duration shall be 30 years, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III

The general nature of the business to be transacted by this corporation is:

the development and operation of JAN-PRO Franchises in Palm Beach and Martin Counties, Florida.

ARTICLE IV

The post office address and its principal office for the conduct of business is:

1700 N. Dixie Highway
Suite 123
Boca Raton, FL 33432

ARTICLE V

The present and agreed value of the property of the Company consists of cash in the amount of \$500.00 contributed by the Members.

ARTICLE VI

The Members of this Limited Liability Company are:

BAZUA ENTERPRISES, L.L.C., a Florida limited liability corporation, represented by MARIA E. BAZUA, President, and FELIPE DE J. BAZUA, Vice President, Secretary, and Treasurer

ARTICLE VII

Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the By-Laws of this Company.

ARTICLE VIII

Right to Continue Business: The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE IX

Management of Company: The management of the company is reserved to the Members. The Members shall serve as Managers until the first annual meeting of Members or until their successors are elected and qualify. The names and addresses of the Managerial Members are:

Bazua Enterprises, L.L.C., a Florida limited liability corporation, represented by:

Maria E. Bazua 1700 N. Dixie Highway, Suite 123, Boca Raton, FL 33432

Felipe De J. Bazua 1700 N. Dixie Highway, Suite 123, Boca Raton, FL 33432

ARTICLE X

Amendment of Articles of Organization: Any amendment to these Articles of organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE XI

Regulations of Company: The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the

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company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE XII

Informal Action of Members: Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed the Manager(s) of the Company as part of its records.)

ARTICLE XIII

Contracting Debt: Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by an Member of this Company, unless otherwise provided herein.

ARTICLE XIV

Transferability of Member's Interest: An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XV

Withdrawal or reduction of Member's Contributions to Capital:

1. A Member shall not receive out of the Company property any part of his or its contribution to capital until:
 - (a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them.
 - (b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded.
 - (c) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

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A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

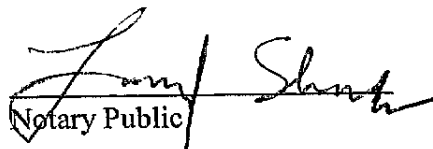
IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 7th day of October, 2002.


Bazua Enterprises, L.L.C.,
a Florida limited liability corporation, by
Maria E. Bazua, President

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Bazua Enterprises, L.L.C., a Florida limited liability corporation, by MARIA E. BAZUA, President, who produced _____ as identification and known by me to be the person who executed the foregoing Articles of Organization, and she acknowledged before me that she executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 7th day of October, 2002.


Notary Public

My Commission No.:

My Commission Expires:



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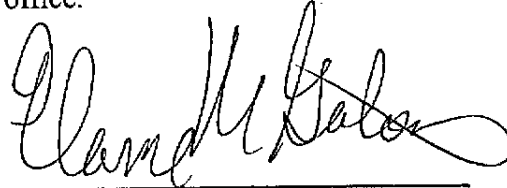
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

That Company, desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Organization located at 1499 West Palmetto Park Road, Suite 210, Boca Raton, Florida, appoints Elaine M. Gatsos as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.



ELAINE M. GATSOS,
Registered Agent

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