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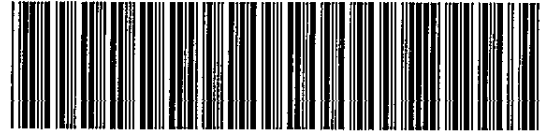
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FLORIDA FILING & SEARCH SERVICES, INC.
P.O. BOX 10662 TALLAHASSEE, FL 32302
PHONE: (850) 668-4318 FAX: (850) 668-3398

DATE: 11-01-02

NAME: AVALON INTERNATIONAL, LLC

TYPE OF FILING: ARTICLES OF ORG.

COST:

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AUTHORIZATION: ABBIE/PAUL HODGE

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida Limited liability company is:
Avalon International LLC

Article II. Address

The Company's street and mailing address is:

1333 North Duval Street
Tallahassee, FL 32302

Article III. Registered Agent

The name and Street Address of the Company's registered agent is:

Florida Filing & Search Services, Inc.
1333 Duval Street
Tallahassee, FL 32302

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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.

Registered Agents Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
800-441-5940

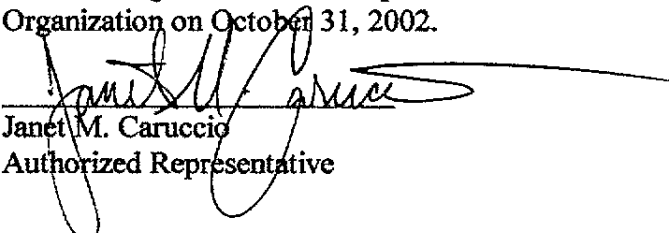
Article V. Management

This will be a manager-managed company. The name and address of the initial manager(s) is Jonathan York DOMINGUEZ, C509 Teluco St., Houston, TX 77055-5357.

Article VI. Company Existence

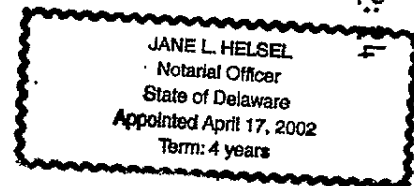
The Company's existence shall begin effective as of November 1, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on October 31, 2002.


Janet M. Caruccio
Authorized Representative

SWORN TO AND SUBSCRIBED before me, a notary public for the State of Delaware, County of New Castle, this 31st day of October, 2001.


NOTARY PUBLIC



Registered Agents, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
800-441-5940

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Avalon International LLC

REGISTERED AGENT/OFFICE

Florida Filing & Search Services, Inc.
1333 North Duval Street
Tallahassee, FL 32302

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 for 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.

R.D. Hodge, President

Date: 11/1/02

Registered Agents, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
800-421-2661

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