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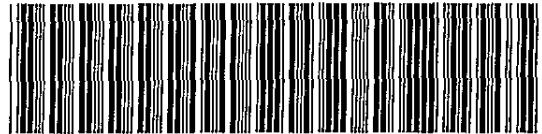
(Business Entity Name)

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TALLAHASSEE, FLORIDA

LAW OFFICES
LINSKY AND LINSKY

1509-B SUN CITY CENTER PLAZA
SUN CITY CENTER, FLORIDA 33578
(813) 634-5566
FAX (813) 634-3217

503 WEST PLATT STREET
TAMPA, FLORIDA 33606
(813) 251-5197
FAX (813) 254-6744

REPLY TO: Sun City Center

December 27, 2002

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Lewis Capital & Investments, L.L.C.

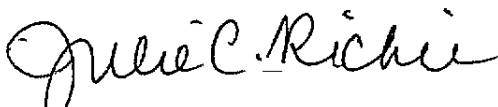
Gentlemen:

Enclosed please find the original and one signed copy of the Articles of Organization of Lewis Capital & Investments, L.L.C. which we respectfully submit for filing. Our firm check in the amount of \$155.00 is enclosed to cover the \$100.00 filing fee for the Articles of Organization, the \$25.00 fee for the Designation of Registered Agent, and the \$30.00 fee for a certified copy of said Articles. Please forward the certified copy to:

Linsky and Linsky, P.A.
1509 Sun City Center Plaza Suite B
Sun City Center, Florida 33573

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,
Linsky and Linsky



Julie C. Richie
Legal Assistant to
Donald B. Linsky

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**ARTICLES OF ORGANIZATION
OF
LEWIS CAPITAL & INVESTMENTS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Lewis Capital & Investments, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 601 Bayshore Blvd #740, Tampa, Florida 33606.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is

Robert Picardi
601 Bayshore Blvd #740
Tampa, Florida 33606.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 6-8, F.S..


Robert Picardi, Registered Agent's Signature

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

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ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his, her or it's interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his, her or it's interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

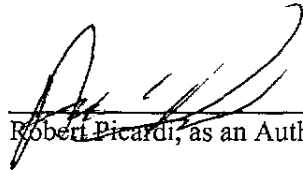
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Robert Picardi, 601 Bayshore Blvd #740, Tampa, Florida 33606.

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Tampa, Florida, on this 23 day of December, 2002.


Robert Picardi, as an Authorized Representative

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23 day of December, 2002, by Robert Picardi, who is personally known to me or who has produced a Florida driver's license as identification.


Notary Public
Printed name:
Commission Number:
Commission Expires:

 OFFICIAL SEAL
Jennifer Smallwood
DD#088151
My Commission Expires Jan. 31, 2006

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**EXHIBIT A
TO ARTICLES OF ORGANIZATION OF
LEWIS CAPITAL & INVESTMENTS, L.L.C.**

<u>Name and Address of Member:</u>	<u>Initial Capital Contribution:</u>	<u>Percentage Interest:</u>
Andover Investments, Inc., a Florida Corporation	\$2,500.00	50%
Lewis Trading, Inc., a Florida Corporation	\$2,500.00	50%

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