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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

richards holdings, llc

1-6-03
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Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION
OF
RICHARDS HOLDINGS, LLC

ARTICLE ONE
NAME

The name of this Limited Liabilities Company shall be
RICHARDS HOLDINGS, LLC.

ARTICLE TWO
DURATION

The Limited Liability Company shall exist for a period of 50 years
commencing on January 1, 2003.

ARTICLE THREE
PURPOSE

This Limited Liability Company is created for the purpose of
advertising and any such other business as may be agreed on by the
member. It is specifically provided that no limitation shall be
provided on legal commercial activities upon which the member(s)
may agree.

ARTICLE FOUR
PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business and the mailing address of this
Limited Liability Company shall be 7522 Wiles Rd. # 210, Coral
Springs, Florida 33067, and such other place or places as the
member from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall
be Steven C. Klein 7522 Wiles Road, Suite 210, Coral Springs,
Florida 33067.

ARTICLE FIVE
CONTRIBUTION TO CAPITAL

The initial capital of the Limited Liability Company shall consist
of the sum of Five Hundred and No/100 Dollars (\$500.00) which will
be contributed by the members in the following amounts:

1. GRANT RICHARDS	\$380.00	76%
2. TODD RICHARDS	120.00	24%

No member shall be entitled to receive interest on the contribution
to capital.

Prepared by Steven C. Klein, CPA 954-345-3696
7522 WILES RD. SUITE 210 Coral Springs, FL 33067

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TALLAHASSEE FLORIDA

ARTICLES

ARTICLE SIX
MANAGEMENT OF BUSINESS

Management of the business shall be done by manager or managers as may be appointed by the member, with voting power based on each member's prop rata interest.

ARTICLE SEVEN
OPERATING AGREEMENT

At the time of executing these Articles of Organization, the member of the Limited Liability Company shall enter into and adopt an operating agreement for the management of this company not inconsistent with law of these articles.

ARTICLE EIGHT
PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE NINE
MEETINGS

Annual meetings of the member shall be held in accordance with the operating agreement adopted by the member.

ARTICLE TEN
TRANSFERABILITY OF MEMBER'S INTEREST

A Member's interest in this Limited Liability Company may be transferred only in accordance with the operating agreement.

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Articles

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ARTICLE ELEVEN
AMENDMENTS

These articles may be amended from time to time by a majority in interest of the membership, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

In Witness Whereof, the parties hereto have executed these articles of organization of January 3, 2003.

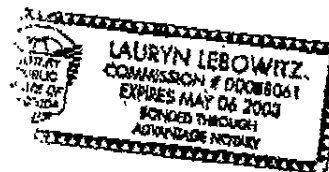
Steven C. Klein
Authorized Representative

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared, Steven C. Klein, who after being by me duly sworn, deposes and says that he is the person and authorized representative of RICHARDS HOLDINGS, LLC described in and who executed the foregoing Articles of Organization, and duly acknowledged to me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in Broward County on January 03, 2003.

Lauryn Lebowitz
Notary Public, State of Florida

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, the undersigned, named as Registered Agent in the Articles of Organization of RICHARDS HOLDINGS, LLC. do hereby accept the designation as Registered Agent and agree to comply with all duties and with those requirements under Florida Law for serving in the position of Registered Agent of said Limited Liability Company.

Dated in Broward County, Florida, January 3, 2003

Steven C. Klein

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