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CAPITAL CONNECTION, INC.

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Mars Fidelity Trust

- ___ Art of Inc. File _____
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- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY
OF
MARS FIDELITY TRUST, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Article of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be: MARS FIDELITY TRUST, LLC ("Limited Liability Company")

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company shall be:

2328 Tenth Avenue North, Suite 403
Lake Worth, Florida 33461-6606

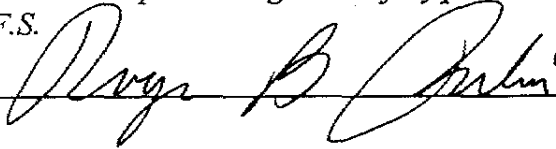
ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and address of the registered agent and office is:

Roger Rukin
(Name)

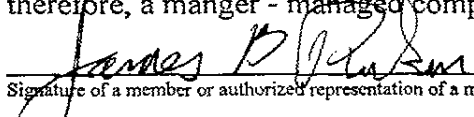
2328 Tenth Avenue North, Suite 403
Lake Worth, Florida 33461 - 6606

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 certificated, 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 my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

 January 8, 2003
(Name) (Date)

ARTICLE IV - Management (Check box if applicable)

The Limited Liability Company is to be managed by one manger or more managers and is, therefore, a manger - managed company.

 January 8, 2003
Signature of a member or authorized representation of a member (Date)

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James B. Rukin Revocable Trust U/A/D 5/7/96
Typed name of signee