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03 FEB -3 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. ROBERT ZOCHOWSKI
COUNSELLOR AT LAW

MEMBER D.C., N.J., N.Y. & FL. BAR

HAAS BLDG, SUITE 400
1001 N. U.S. HIGHWAY ONE
JUPITER, FLORIDA 33477

561-744-1175
FAX 561-744-6333

January 22, 2003

P. O. BOX 33
50 PRINCETON-HIGHTSTOWN ROAD
PRINCETON JUNCTION, N.J. 08550
609-799-2111
FAX 609-799-7563

PLEASE REPLY TO Jupiter

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

Re: FEM INVESTMENTS, LC

Dear Sir or Madam:

Enclosed please find Articles of Organization and Acknowledgment of Registered Agent concerning the above limited liability company.

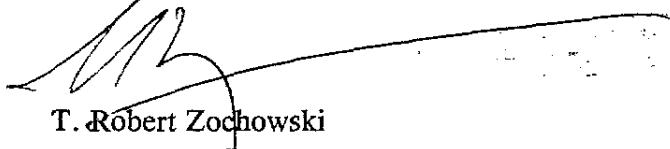
Also enclosed please find check in the amount of \$130.00 representing the filing fee and fee for Certificate of Status.

Please return all correspondence concerning this matter to:

T. Robert Zochowski, Esq.
Suite 400, 1001 N. U.S. Highway One
Jupiter, FL 33477

If you have any questions, please advise.

Very truly yours,


T. Robert Zochowski

TRZ:sm
cc: Peter L.A. Pantages

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
FEM Investments, LC
A Florida Limited Liability Company

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I
Name

The name of this limited liability company shall be FEM Investments, LC (the "Company").

ARTICLE II
Address

The mailing address and street address of the principal office of the Company shall be 176 Helios Drive, Jupiter, Florida 33477.

ARTICLE III
Purpose

The purpose of the Company is to invest in business organization and any other lawful purpose allowed by the laws of the State of Florida and/or other jurisdiction where it is authorized to do business.

ARTICLE IV
Duration

The Company shall commence its existence on the date these Articles of Organization were filed with the Florida Department of State. The company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

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TALLAHASSEE, FLORIDA

ARTICLE V
Registered Office and Agent

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

T. Robert Zochowski, Esq.
Suite 400
1001 N. U.S. Highway One
Jupiter, Florida 33477

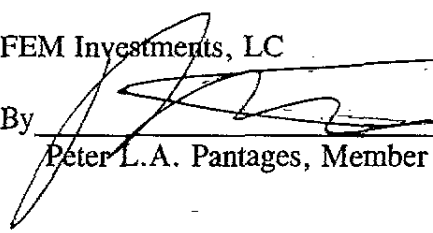
ARTICLE VI
Management by Members

The Company shall be managed by its members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation of the affairs of the Company not inconsistent with law or these Articles.

IN WITNESS WHEREOF, the undersigned being one of the original members of the company has made and subscribed these Articles of Organization of FEM Investments, LC, on the 27th day of January, 2003.

FEM Investments, LC

By


Peter L.A. Pantages, Member

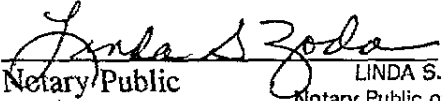
STATE OF NEW JERSEY
COUNTY OF MERCER

BEFORE ME, the undersigned authority, personally appeared Peter L.A. Pantages, a member of FEM Investments, LC, to me well known, or identified to me by drivers license, to be the individual described in and who has executed the foregoing Articles of Organization, and he acknowledged before me that he executed the same for the purposes therein expressed and as his voluntary act and deed.

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03 JAN 31 AM 10:00
TALLAHASSEE, FLORIDA
STATE OF FLORIDA
DEPARTMENT OF REVENUE

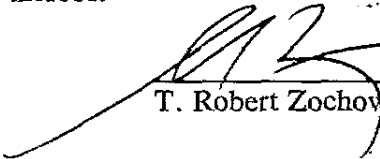
ARTICLES OF ORGANIZATION
FEM INVESTMENTS, LC
Page 3 of 3

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal this 27
day of January, 2003.


Notary Public LINDA S. ZODA (NOTARY SEAL)
State of New Jersey Notary Public of New Jersey
License No. 2091860
My Commission Expires 8-14-08

ACNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company at the place designated in these Articles, I hereby accept to act in this capacity, agree to comply with the provisions of Section 48.091, Fla. Stat., relative to keeping open said office, and am familiar with the provisions of Chapter 608, Fla. Stat., and accept the obligations thereof.


T. Robert Zochowski, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA