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(Business Entity Name)

W03-8589

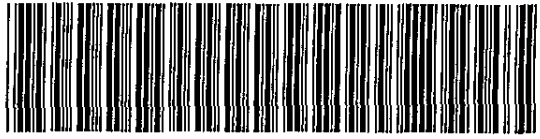
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DAVID L. PARTLOW, P.A.
ATTORNEYS AT LAW

TRANSWORLD CENTER, SUITE 210
4100 WEST KENNEDY BOULEVARD
TAMPA, FLORIDA 33609-2244

David L. Partlow, Esq.

(813) 287-8337 • FAX (813) 287-8234

Josiah E. Hines, Esq.

March 19, 2003

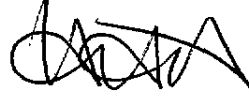
Department of State
Division of corporations
P.O. Box 6327
Tallahassee, FL32399

Re: Pioneering Products, LLC

Dear Sir:

Please find enclosed Operating agreement for Pioneering Products, LLC and a check in the amount of 125.00 for the filing fee. If you have any questions please call the office above.

Sincerely,



Heather H. Hines,
Assistant

Enclosures(2)

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 25, 2003

HEATHER H. HINES, ASSISTANT
DAVID L. PARTLOW, P.A.
4100 WEST KENNEDY BOULEVARD
TAMPA, FL 33609-2244

SUBJECT: PIONEERING PRODUCTS, LLC
Ref. Number: W03000008589

We have received your document for PIONEERING PRODUCTS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Division of Corporations does not file Operating Agreements. Enclosed please find our form and instructions for filing Articles of Organization for a Limited Liability Company.

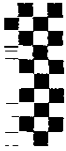
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 803A00018218

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DAVID L. PARTLOW, P.A.
ATTORNEYS AT LAW

TRANSWORLD CENTER, SUITE 210
4100 WEST KENNEDY BOULEVARD
TAMPA, FLORIDA 33609-2244

(813) 287-8337 • FAX (813) 287-8234

FACSIMILE MESSAGE

DATE: April 2, 2003

TO: Lee Rivers
FAX NO.: 1-850-4101015
RE: Pioneering Products, LLC
FROM: JOSIAH E. HUTTON, ESQUIRE

OF Division of Corporations
OF PAGES, INCLUDING COVER: 12

FILE NO.: _____

THE FOLLOWING MAY BE PRIVILEGED ATTORNEY INFORMATION, AND IS INTENDED FOR THE ADDRESSEE ONLY. IF YOU ARE NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT USE OR DISSEMINATION OF THIS INFORMATION IS NOT PERMITTED. IF THIS COMMUNICATION HAS BEEN MISDIRECTED, PLEASE CALL THE ABOVE NUMBER IMMEDIATELY.

MESSAGE:

Per our discussion this date, please find enclosed the corrected Articles of Organization for Pioneering Products, LLC. I have two questions:

- (1) Do I need to send the original document(s) to the Division of Corporations, or is the faxed copy sufficient?
- (2) Can you please provide filing information as soon as possible so that I may obtain an FEIN?

Thank you for your advise and assistance.

Josiah E. Hutton, Esq.

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**LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION
FOR
PIONEERING PRODUCTS, LLC**

THIS LIMITED LIABILITY COMPANY Articles of Organization (the Agreement) is made and entered into as of the 13th day of March, 2003, by and among:

Mary Kaye Steele	(33 1/3% interest)
Barbara Pontello	(33 1/3% interest)
Martin Nemec	(33 1/3% interest)

and each individual or business entity as shall be subsequently admitted to the Company. These individuals, and/or business entities shall be known as and referred to as "Members" and individually as a "Member." WHEREAS, the parties have formed a Limited Liability Company named above through their initial registered agent, Josiah E. Hutton, Jr., Esq., pursuant to the laws of the State of Florida, in consideration of the conditions and mutual covenants contained herein, and for good and valuable consideration, the parties agree upon the following terms and conditions:

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**ARTICLE I
COMPANY FORMATION**

1. FORMATION. The Members hereby form and organize the Company as a Limited Liability Company subject to the provisions of the Florida Limited Liability Company Act in effect as of this date. Articles of Organization shall be filed with the Florida Secretary of State.

2. SOLE AGREEMENT. The Members agree to execute this Operating Agreement and hereby acknowledge for good and valuable consideration receipt thereof. It is the intention of the Members that this Operating Agreement shall be the sole source of agreement of the parties.

In the event any provision of this Operating Agreement is prohibited or rendered ineffective under the laws of Florida, this Operating Agreement shall be considered amended to conform to the Act as set forth in the Code of Florida. The invalidity of any provision of this Operating Agreement shall not affect the subsequent validity of any other provisions of this Operating Agreement.

3. **NAME AND ADDRESS.** The name of the Company shall be PIONEERING PRODUCTS, LLC. The business of the Company shall be conducted under that name or such trade or fictitious names as the Members may determine. The principal business address and mailing address of the Company is 5005 West Laurel Street, Suite 115, Tampa, FL 33607.

4. **DATE OF FORMATION.** This Operating Agreement shall become effective upon its filing with and acceptance by the appropriate state agency.

5. **REGISTERED AGENT AND OFFICE.** The Company's initial registered agent and registered office shall be Josiah E. Hutton, Esq., at 4100 W. Kennedy Blvd., Suite 210, Tampa, FL 33609. Managing Members may change the registered agent or registered office at any time by filing the necessary documents with the appropriate state agency. Should managing Members fail to act in this regard any Member may file such notice of change in registered agent or registered office.

6. **TERM.** The Company shall continue for a period of thirty (30) years from the date of formation unless:

- a) *The term is extended by amendment of the Operating Agreement.* Members shall have the right to continue the business of the Company and may exercise that right by the unanimous vote of the remaining Members within ninety (90) days after the occurrence of the event described below;
- b) The Company is dissolved by a majority vote of the membership;
- c) The death, resignation, expulsion, retirement, bankruptcy, incapacity or any other event that terminates the continued membership of a Member of the Company;
- d) Any event which makes it unlawful for the business of the Company to be carried on by the Members;
- e.) Any other event causing the dissolution of a Limited Liability Company under the laws of the state of Florida

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ARTICLE II BUSINESS PURPOSE

It is the purpose of the Company to engage in the business of discovering new and emerging technologies and products and marketing them through various channels to distributors and/or end-user consumers. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing

therein shall be deemed as prohibiting the Company from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the Company objectives expressed above.

**ARTICLE III
CAPITAL CONTRIBUTIONS**

1. INITIAL CONTRIBUTIONS. Each Member shall contribute to the Company capital prior to or simultaneously with the execution of this Agreement. Each Member shall have made initial capital contributions in the following amounts:

<u>Name of Member</u>	<u>Value of Capital Contributed</u>
Mary Kaye Steele	\$100.00
Barbara Pontello	\$100.00
Martin Nemec	\$100.00

No interest shall accrue on initial capital contributions.

2. ADDITIONAL CAPITAL CONTRIBUTIONS. If management decides that additional capital contributions are necessary for operating expenses or to meet other obligations, notice must be sent to each Member setting forth each Member's share of the total contribution. Such notice must be in writing and delivered to the Member at least ten (10) business days prior to the date that the contribution is due. Any such capital contribution is strictly voluntary and any such commitment is to be considered a loan of capital by the Member to the Company. Such additional capital contribution does not in any way increase percentage of membership interest. This loan shall bear interest at one (1) points above the current prime rate. Any loan under this subsection shall be paid in full before any distributions are made under Article IV.

3. THIRD PARTY BENEFICIARIES. Nothing in the foregoing sections is intended to benefit any creditor or third party to whom obligations are owed without the expressed written consent of the Company or any of its Members.

4. ADDITIONAL MEMBERS. Members may propose the addition of one or more additional Member(s) to the Company. Addition of Members shall require a majority vote of the then existing Members for admission of the proposed Member(s) to the company. Such admission shall be conditioned upon the payment of an initial capital contribution, the amount and sufficiency of which is to be determined by the then existing membership at the time of voting for the admission of the proposed Member(s). Upon admission of additional Members, the interests of all pre-existing

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members will be adjusted accordingly, such that all Members will have an equal interest in the Company, or so as to provide the additional Member(s) with such proportional greater or lesser interest as appropriate, based on the initial capital contribution of the newly admitted Member(s). Initial capital contributions from admission of new members may be used to fund ongoing operations and expenses of the Company, for the purposes of expansion of the core business of the Company as stated in Article II hereof, or distributed to the pre-existing members as compensation for the dilution of their interests in the Company, at the sole discretion of the Managing Member(s).

5. CAPITAL ACCOUNTS. A capital account shall be established by the Company for each Member. The capital account shall consist of:

- a) The amount of the Member's Capital Contributions to the Company including the fair market value of any property so contributed to the Company or distributed by the Company to the Member.
- b) Member's share of net profits or net losses and of any separate allocations of income, gain (including unrealized gain), loss or deduction. The maintenance of capital accounts shall at all times be in accordance with the requirements of state law.

6. ADDITIONAL PROVISIONS:

- a) Capital accounts shall be non-interest bearing accounts.
- b) Until the dissolution of the Company, no Member may receive Company property in return for Capital contributions.
- c) The liability of any Member for the losses or obligations incurred by the Company shall be limited to: Payment of capital contributions when due, pro-rata share of undistributed Company assets and only to the extent required by law, and any previous distributions to that Member from the Company.

ARTICLE IV

ALLOCATION AND DISTRIBUTION OF PROFITS AND LOSSES

1. ALLOCATIONS. Net profits, losses, gains, deductions and credits from operations and financing shall be distributed among the Members in proportion to their respective interests and at such time as shall be determined by the Members.

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d) Lend, invest or re-invest Company assets as security for repayment. Money may be lent to Members, employees and agents of the Company;

e) Appoint officers and agents and hire employees. It is also the province of management to define duties and establish levels of compensation. Management compensation will be determined by majority membership vote;

f) Execute and deliver all contracts, conveyances, assignments, leases, subleases, franchise and licensing agreements, promissory notes, loans, security agreements or any other kind relating to Company business;

g) Establish pensions, trusts, life insurance, incentive plans or any variation thereof, for the benefit of any or all current or former employees, Members and agents of the Company;

h) Make charitable donations in the Company's name;

i) Seek advice from Members not part of elected management, although, such advice need not be heeded;

j) Supply upon the request of any Member, information about the Company or any of its activities, including but not limited to, access to Company accounts for the purpose of inspecting and copying Company books, accounts and materials in the possession of management. The requesting Member shall be responsible for any expenses incurred in the exercise of these rights set forth in this document.

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5. STANDARD OF CARE AND EXCULPATION. Any member of management must refrain from engaging in grossly negligent, reckless or intentional misconduct. Any act or omission of a member of management that results in loss or damage to the Company or Members, if done in good faith, shall not make the Manager liable to the Members.

6. INDEMNIFICATION. The Company shall indemnify its Members, Managers, employees and agents as follows:

a) Every Manager, agent, or employee of the Company shall be indemnified by the Company against all expenses and liabilities, including counsel fees reasonably incurred by him in connection with any proceeding to which he may become involved by reason of his being or having been a Member of the Company or having served at the request of the Company as a Manager, employee, or agent of the Company or any settlement thereof, whether or not he is a Manager, employee or agent at the time such expenses are incurred, except in such cases wherein the

2. **DISTRIBUTIONS.** Management may make distributions annually or more frequently if there is excess cash on hand after providing for appropriate expenses and liabilities. Such interim distributions are allocated to each Member according to percentage of membership interest.

**ARTICLE V
MANAGEMENT**

1. **MANAGING MEMBERS.** The name(s) and addresse(s) of Managing Members are:

Mary Kaye Steele 1200 South Missouri Ave., #232, Clearwater, FL 22756

Managing Members shall make decisions regarding the usual affairs of the Company. A majority vote of the membership shall name as many Managers as the membership deem necessary and the membership shall select one Chief Operating Manager who is responsible for carrying out the decisions of the Managers.

2. **NUMBER OF MANAGERS.** The membership may elect more than, but not fewer than, one (1) Manager

3. **TERM OF OFFICE.** The term of office is not contractual but continues until:

- a) A fixed term of office, as designated by the membership, expires;
- b) The Manager is removed with or without cause, by a majority vote of the membership; or,
- c) The dissociation of such Manager.

4. **AUTHORITY OF MANAGERS.** Only managing Members and authorized agents shall have the power to bind the Company. Each managing Member is authorized on the Company's behalf to:

- a) Purchase or otherwise acquire, sell, develop, pledge, convey, exchange, lease or otherwise dispose of Company assets wherever located;
- b) Initiate, prosecute and defend any proceeding on behalf of the Company;
- c) Incur and secure liabilities and obligations on behalf of the Company;

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Manager, agent or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Managers approve such settlement and reimbursement as being for the best interests of the Company.

b) The Company shall provide to any person who is or was a Member, Manager, employee, or agent of the Company or is or was serving at the request of the Company as Manager, employee, or agent of the Company, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

**ARTICLE VI
TAX AND ACCOUNTING MATTERS**

1. **BANK ACCOUNTS.** Management shall establish bank accounts, deposit Company funds in those accounts and make disbursements from those accounts.

2. **ACCOUNTING METHOD.** The cash method of accounting shall be the accounting method used to keep records of receipts and disbursements.

3. **TMP.** A Tax Matters Partner shall be designated by the management of the Company as designated by the IRS Code.

4. **YEARS.** The fiscal and tax years of the Company shall be chosen by management.

5. **ACCOUNTANT.** An independent accountant shall be selected by management.

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**ARTICLE VII
MEMBER DISSOCIATION**

1. **EVENTS OF DISSOCIATION.** Upon the first occurrence of any of the following events, a person shall cease to be a Member of the Company:

- a) The bankruptcy of the Member;
- b) The death or court-ordered adjudication of incapacity of the Member;


Designation of Registered Agent and Registered Office
and Acceptance by Registered Agent
for Pioneering Products, LLC

Pioneering Products, LLC, hereby designates Josiah E. Hutton as the registered agent of the Company, and states that the name and address of the said registered agent are as follows:

Josiah E. Hutton, Esq.
4100 West Kennedy Blvd.
Transworld Centre, Suite 210
Tampa, FL 33609-2244

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

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Josiah E. Hutton, Esq.