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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

*Effective Date -
4-15-03*

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Peerless Optimization LLC

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Peerless Optimization LLC

Article II. Address

The Company's street and mailing address is:
Peerless Optimization LLC
1020 Meridian #415
Miami Beach FL 33139

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410 UNITED STATES

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

James Kuhn I FL Bar Member 31194
1020 Meridian. #415
Miami Beach FL 33139
305-534-3360

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

JAMES KUHN
1020 Meridian #415 Miami Beach FL 33139

Article VI. Company Existence

The Company's existence shall begin effective as of April 15, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on April 15, 2003.



JAMES KUHN
by T. Baez as attorney-in-fact

James Kuhn | FL Bar Member 31194
1020 Meridian. #415
Miami Beach FL 33139
305-534-3360

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STATEMENT OF REGISTERED AGENT

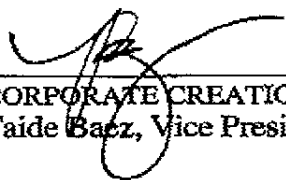
LIMITED LIABILITY COMPANY:

Peerless Optimization LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS NETWORK INC.
Taide Bacz, Vice President

Date: April 15, 2003

James Kuhn | FL Bar Member 31194
1020 Meridian. #415
Miami Beach FL 33139
305-534-3360

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