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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

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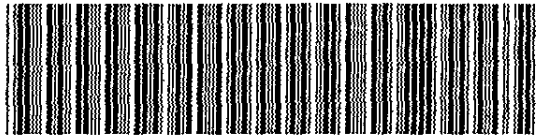
(Business Entity Name)

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R. P. PEARCE, JR.
P. O. Box 6700
Destin, FL 32550
850-654-1220

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 21, 2003

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Organization and Designation of Registered Agent for Better Life Products, LLC, as well as a check made payable to Florida Department of State in the amount of \$125.00 in payment of the filing fee and designation of registered agent.

Please review all, and if all is in order, please file same and provide by return mail your acknowledgment/copy of filing in confirmation addressed as follows:

R. P. Pearce, Jr.
P. O. Box 6700
Destin, FL 32550

Please call me at telephone number 850-654-1220 as needed.

Thank you.

Sincerely,



R. P. Pearce, Jr.

RPP/gkw

Enclosures

**ARTICLES OF ORGANIZATION
OF
Better Life Products, 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 Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company is **Better Life Products, LLC** (hereinafter referred to as "company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company are as follows:

Mailing Address: **P. O. Box 6700, Destin, FL 32550.**

Street Address: **630 Grand Boulevard, Destin, FL 32550.**

ARTICLE III – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida are as follows:

Registered Agent Name: **R. P. PEARCE, JR.**

Registered Agent Street Address: **10859 Emerald Coast Prky. W. #4, Destin, FL 32550**

ARTICLE IV -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned organizer(s) has/have made and subscribed these articles of organization at **630 Grand Boulevard, Destin, FL 32550**, on **April 23, 2003**, and in accordance with section 608.408(3), Florida Statutes, acknowledges that the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

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[Handwritten signature]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONQUEST, LLC

Title: Member Manager of Better Life Products, LLC

By: R. P. PEARCE, JR.

Title: Member Manager of CONQUEST, LLC

Sworn to and subscribed before me
this April 23, 2003.

S. Marie Kleinhelter

Notary Public -- State of Florida

Notary Printed Name: *S. Marie Kleinhelter*

Personally Known

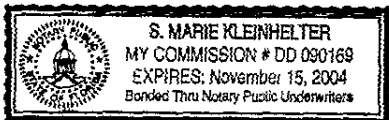
OR

Produced Identification

Type of Identification Produced:

(Here Affix Notary Seal)

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(Here Affix Notary Seal)

Articles of Organization

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of Florida Limited Liability Company Act, F.S. Chapter 608, **Better Life Products, LLC** submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is **Better life Products, LLC**.

2. The name and street address of the registered agent in Florida are:

R. P. PEARCE, JR.

10859 Emerald Coast Prky. W #4, Destin, FL 32550

The undersigned, having been named in the Articles of Organization of **Better life Products, LLC** 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.



R. P. PEARCE, JR.