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2003 MAY 20 PM 2:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W03-13459
J. BRYAN MAY 12 2003

J. BRYAN MAY 22 2003

LAW OFFICES
OF
C. ANTHONY RUMORE

C. Anthony Rumore, Esq.
Attorney At Law

540 East McNab Road, Suite: C
Pompano Beach, FL 33060
Tel: (954) 946-9080
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rumore55@bellsouth.net

April 30, 2003

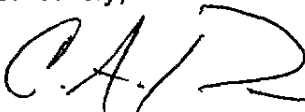
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: ORCHIDS BY DESIGN, LLC

TO WHOM IT MAY CONCERN:

Enclosed with this letter, to be filed with the Division of Corporations, Department of State, are the Articles of Organization together with the corresponding check in the amount of \$133.75, to cover the cost of filing, Registered Agent and Certificate of Status.

Sincerely,



C. Anthony Rumore

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 12, 2003

C. ANTHONY RUMORE
540 EAST MCNAB ROAD, STE. C
POMPANO BEACH, FL 33060

SUBJECT: ORCHIDS BY DESIGN, LLC
Ref. Number: W03000013459

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for ORCHIDS BY DESIGN, LLC and your check(s) totaling \$133.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 203A00029006

LAW OFFICES
OF
C. ANTHONY RUMORE

C. Anthony Rumore, Esq.
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540 East McNab Road, Suite: C
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May 15, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
2003 MAY 20 PM 2:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE:

ORCHIDS BY DESIGN, LLC
Reference No. W03000013459
Letter No. 203A00029006

To whom it may concern:

We are in receipt of your communication dated May 13, 2003, wherein you advised that I had omitted to sign accepting the designation of Registered Agent.

Attached hereto are the properly executed Articles of Organization reflecting my signature accepting Registered Agent designation on Page 2, together with a copy of your letter of May 13, 2003.

I apologize for this omission.

Very truly yours,


C. Anthony Rumore

**ARTICLES OF ORGANIZATION
OF
ORCHIDS BY DESIGN, LLC**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pursuant to s. 608.407, Florida Statutes, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company is: ORCHIDS BY DESIGN, LLC (the 'Company').

**ARTICLE II
ADDRESS**

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

10605 S.W. 134TH COURT
MIAMI, FL 33186

**ARTICLE III
DURATION**

If not dissolved prior, by either instruction contained within the operating agreement or by elective or administrative dissolution, this limited liability company is to dissolve no later than December 31, 2028.

**ARTICLE IV
REGISTERED AGENT**

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

C. Anthony Rumore, Esq.
540 East McNab Road
Suite: C
Pompano Beach, FL 33060

③ R

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.



Registered Agent's Signature

ARTICLE V PURPOSE

The purpose of the limited liability company is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI INITIAL MANAGEMENT

ORCHIDS BY DESIGN, LLC, is to be a **Member-Managed** Limited Liability Company. All members by virtue of their status as members may be managers of this limited liability company. The Members reserve the right to appoint or elect a manager or managers in accordance with powers enumerated in the operating agreement.

ARTICLE VII INITIAL MEMBERS

The names and addresses of the initial Members / Managers of the Company are:

#P03000024167
MIDA HOLDING, INC.
1359 S.W. 23RD STREET
MIAMI, FL 33145

#P02000113340
ORCHIDS BY DESIGN, INC.
10605 S.W. 134TH COURT
MIAMI, FL 33186

ARTICLE VIII ADMISSION OF NEW MEMBERS

Except as otherwise provided in the operating agreement, no person may be admitted as a member unless a **majority-in-interest** of the members consent in writing to the admission of the additional member.

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TALLAHASSEE, FLORIDA



**ARTICLE IX
MEMBERSHIP CLASSES**

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TALLAHASSEE, FLORIDA

Pursuant to s. 608.4231, Florida Statutes, and further provided for in the written operating agreement, the Company will be comprised of initially, two classes of members, voting and non-voting. The Members-Managers executing these articles shall be voting members, and the Company reserves the right to create additional classes of members with designated rights, powers, and duties including additional member classes having no voting rights.

ARTICLE X

Subject to the provisions of s. 608.4229, Florida Statutes or provisions of the written operating agreement, the Company shall indemnify and hold harmless any member, manager or other person from and against any and all claims and demands whatsoever arising in connection with the Company.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization this 24TH day of MARCH, 2003

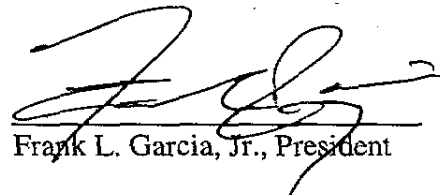
MANAGING MEMBER:

MIDA HOLDING, INC.

By: 
Daniel P. Bacz, President

MANAGING MEMBER:

ORCHIDS BY DESIGN, INC.

By: 
Frank L. Garcia, Jr., President