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DIVISION OF CORPCRATION

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Office Use Only



May 13, 2003

Florida Department of State Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: Rachel Ly, LLC

Enclosed please find the following:

1. Original and two (2) copies of the proposed Articles of Organization.

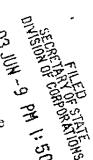
2. Check in the amount of \$155.00 payable to the Florida Department of State for the following fees: \$100 filing fee; \$25 Designation of R/A; \$30 cert. Copy

Once the Articles have been filed please return the certified copy to:

Cynthia Hand Sage International, Inc. 1135 Terminal Way #209 Reno NV 89502

Thank you for your assistance. Please call me if you have any questions.

Sincerely, Cynthia Hand Business Support Services



ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I: The name of the Limited Liability Company is: Rachel Ly, LLC

ARTICLE II: The mailing address and street address of the principal office of the Limited Liability Company is: 9030 Alexandra Circle, Wellington FL 33414.

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

Shirley Barratt-Segura 9030 Alexandra Circle Wellington, FL 33414

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 lightes and I am familiar with and accept the obligations of my position as registered agent as provided to the Chapter 608, F.S..

Shirley Barratt-Segura, Registered Agent

ARTICLE IV: The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the company:

ARTICLE V: The Company shall be managed by a manager.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Cheri S. Hill, Authorized Representative

Dated: May 13, 2003

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