

103000022206

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400019078864

06/12/03--01050--003 **160.00

5/1

June 9, 2003

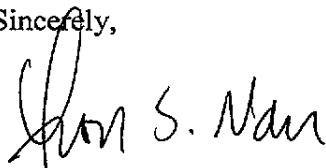
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: NIACO, LLC

Enclosed are the "Articles of Organization" for NIACO, Limited Liability Company. Also included is a check in the amount of \$160.00 to cover the following: filing fees; designation of registered agent; certified copy; and certificate of status. Please forward the documents to me in the self-addressed envelope that has been provided.

Should you have any questions please contact me at (561) 346-0399.

Sincerely,

A handwritten signature in black ink that reads "Yvon S. Nau". The signature is written in a cursive style with a large, stylized initial "Y".

Yvon S. Nau

ARTICLES OF ORGANIZATION
OF
NIACO, LLC

ARTICLE 1 – NAME

The name of the Limited Liability Company is **NIACO, LLC**.

ARTICLE 2 – PRINCIPAL OFFICE ADDRESS

The address of the principal office of this Limited Liability Company is **413 Rich Drive, West Palm Beach, Florida 33406** and the mailing address is the same.

ARTICLE 3 – PURPOSE OF LIMITED LIABILITY COMPANY

The Limited Liability Company shall engage in any activity or business permitted under the laws of United States and of the State of Florida.

ARTICLE 4 – MANAGING MEMBERS

The managing members of the Limited Liability Company shall be:

Yvon S. Nau

Whose address shall be the same as the principal office of the Limited Liability Company.

ARTICLE 5 – POWERS OF LIMITED LIABILITY COMPANY

The Limited Liability Company shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Organization.

ARTICLE 6 – TERM OF EXISTENCE

This Limited Liability Company shall have a perpetual existence.

ARTICLE 7 – OPERATING AGREEMENT

The Managing Members of the Limited Liability Company shall have the power, without the assent or vote of the members, to make, alter, amend or repeal the Operating Agreement of the Limited Liability Company, but the affirmative vote of a number of Managing Members equal to a majority of the total number of Managing Members at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Operating Agreement.

ARTICLE 8 – EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 9 – INDEMNIFICATION

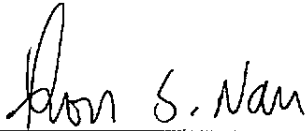
The Limited Liability Company shall indemnify a manager or managing member of the Limited Liability Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or managing member was a party because the manager or managing member is or was a manager or managing member of the Limited Liability Company against reasonable attorney fees and expenses incurred by the manager or managing member in connection with the proceeding. The Limited Liability Company may indemnify an individual made party to a proceeding because the individual is or was a manager, managing member, employee or agent of the Limited Liability Company against liability if authorized in the specific case after determination, in the manner required by the managing members that indemnification of the manager, managing member, employee or agent, as the case may be, is permissible in the circumstances because the manager, managing member, employee or agent has met the standard of conduct set forth by the managing members. The indemnification and advancement of attorney fees and expenses for managers, managing members, employees and agents of the Limited Liability Company shall apply when such persons are serving at the Limited Liability Company's request while a manager, managing member, employee or agent of the Limited Liability Company, as the case may be, as manager, managing member, partner, trustee, employee or agent of another foreign or domestic Corporation, Limited Liability Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Limited Liability Company. The Limited Liability Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, managing member, employee or agent of the Limited Liability Company who is a party to a proceeding in advance of final disposition of the proceeding. The Limited Liability Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, managing member, employee or agent of the Limited Liability Company, whether or not the Limited Liability Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, managing member, employee or agent of the Limited Liability Company or the ability of the Limited Liability Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not otherwise be affected. All references in these Articles of Organization to "manager", "managing member", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 10 – REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT’S SIGNATURE:

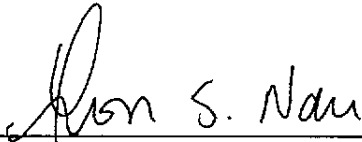
The name and the Florida street address of the **registered agent** are:

Yvon S. Nau
413 Rich Drive
West Palm Beach, Florida 33406

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



Signature of a member or an authorized representative of a member.

Yvon S. Nau
Managing Member