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LANE & ASSOCIATES, P.A.

International Law & Consulting

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Offices in

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5301 Conroy Road, Suite 140
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Fax: (407) 316-0372

June 17, 2003

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

Via Certified Mail

Return Receipt: 7003-1010-0004-4768-0049

RE: THE ROSE & SHAMROCK TEA COMPANY, LLC.

Dear Madam or Sir,

Enclosed please find the original and one copy of the Articles of Organization and Designation of Registered Agent for **THE ROSE & SHAMROCK TEA COMPANY, LLC.**

Also enclosed is a check in the amount of \$155.00 to cover the filing of the Articles of Organization, a certified copy of the Articles of Organization, and the filing of Approval of the Registered Agent.

Please send the certified copy of the Articles of Organization and the Designation of the Registered Agent to:

Lane & Associates, P.A.
5301 Conroy Road, Suite 140
Orlando, Florida 32811
Tel. (407) 316-0343
Fax (407) 316-0372

Your attention to this matter is most appreciated.

Sincerely,



Paul Camp Lane
Attorney at Law
Enclosures

Affiliated Offices in:
FRANKFURT a.M. * MÜNCHEN * VADUZ

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
THE ROSE & SHAMROCK TEA COMPANY, LLC**

The undersigned, as Organizer, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the Limited Liability Company shall be THE ROSE & SHAMROCK TEA COMPANY, LLC hereinafter referred to as the "Company."

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 5301 Conroy Road, Suite 140, Orlando, Florida 32811.

ARTICLE III -- DURATION

The Company shall commence its existence upon the filing of these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- BUSINESS PURPOSE

The primary business purpose of the Company is to engage in the offering for sale of teas, coffees, various food items and other goods and services. Provided further however, the Company shall be permitted to engage in any form of legal business as permitted under the laws of the State of Florida.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is Paul Camp Lane, 5301 Conroy Road, Orlando, Florida 32811.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer interest in the Company as set forth in

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the regulations of the Company, which shall provide for the consent of the other members. The transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the then remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by Managers 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. A manager need not be a member. The names and addresses of the initial Managers are: Kathleen Webster of 24 Redhill Wood, New Ash Green, NR Longfield, Kent DA3 8QH, United Kingdom, and Sharon Webster of 16 Father Mathew Quay, Cork County, Cork, Ireland.

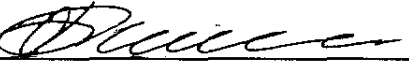
The name and address initial members of the Company are:


NAME	ADDRESS
Kathleen Webster and Maurice David Webster as husband and wife	24 Redhill Wood New Ash Green NR Longfield Kent DA3 8QH United Kingdom
Sharon Webster and Karl Webster as Husband and wife	16 Father Mathew Quay Cork County, Cork Ireland

IN WITNESS WHEREOF, the undersigned Authorized Representative of a Member has made and subscribed these Articles of Organization at Orlando, Orange County, Florida, on this 18th day of June, 2003.

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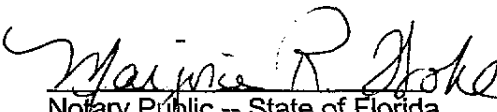
WITNESS:


X 
Volha Bahdanava
Print Name

X 
Paul Camp Lane
Authorized Representative of a Member

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to (or affirmed) and subscribed before me this 18th day of June, 2003, by Paul Camp Lane, who identified himself to me by producing a valid personal form of identification, as an Authorized Representative of a Member of The Rose & Shamrock Tea Company, LLC.


Notary Public -- State of Florida
(SEAL)

 Marjorie R Wohl
My Commission CC902730
Expires January 17, 2004

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

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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.501
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN FLORIDA.

- 1.) The name of the limited liability company is The Rose & Shamrock Tea Company, LLC.
- 2.) The name and the Florida street address of the registered agent is:

Paul Camp Lane
5301 Conroy Road, Suite 140
Orlando, Florida 32811

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 appoint 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.

X 
Paul Camp Lane, Registered Agent

Date: June 18, 2003