

Sent By: COBB & COLE;

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Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

Ethical Marketplace, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF
ETHICAL MARKETPLACE, LLC**
A Florida Limited Liability Company

**ARTICLE 1
NAME**

The name of this Limited Liability Company is: Ethical Marketplace, LLC

**ARTICLE 2
DURATION**

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of the articles of organization by the Department of State of the State of Florida.

**ARTICLE 3
PRINCIPAL OFFICE AND REGISTERED AGENT**

The mailing and the street address of the principal office of the limited liability company is 10 Carrera Street, St. Augustine, Florida 32084. The name and address of the initial registered agent of the limited liability company is Palmetto Charter Services, Inc., 150 Magnolia Ave., Daytona Beach, FL 32114.

**ARTICLE 4
MANAGEMENT**

The company is to be a manager-managed company. The name and address of its Manager is:

Hazel Henderson
10 Carrera Street
St. Augustine, FL 32084

037727-003 : HVAHQ/KALJH : 00402541.WPD :

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**ARTICLE 5
CONTINUATION OF BUSINESS**

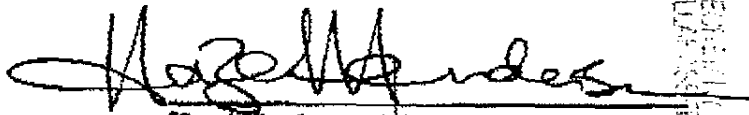
Upon the death, bankruptcy, retirement, resignation, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the legal existence and business of the limited liability company if (i) there is at least one remaining member or a new member is admitted, and (ii) within 90 days after the occurrence of the event of dissociation, the members, by a majority in interest vote, consent in writing to the continuation of the business.

**ARTICLE 6
ADMISSION OF ADDITIONAL MEMBERS**

No person may be admitted as an additional member without the prior written consent of the Manager. If such person is admitted, he or she shall be subject to the obligations and limitations in the Operating Agreement of the limited liability company, as amended for the additional members.

IN WITNESS WHEREOF, the undersigned manager does hereby execute and acknowledge these articles of organization this 30th day of July, 2003.

ETHICAL MARKETPLACE, LLC


Hazel Henderson, Manager

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**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 608.415 Florida Statutes, **ETHICAL MARKETPLACE, LLC** hereby designates **PALMETTO CHARTER SERVICES, INC.**, 150 Magnolia Ave., Daytona Beach, FL 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

ETHICAL MARKETPLACE, LLC

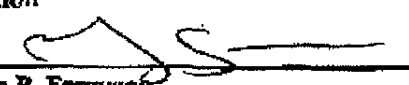


Hazel Henderson, Manager

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of **ETHICAL MARKETPLACE, LLC** for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC., a Florida corporation



By: John P. Fernan
Its: Vice President

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