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To:

Division of Corporations

Fax Number

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JIVIS DH OF CORPORATION

From:

: CORPORATE CREATIONS INTERNATIONAL INC. Account Name

Account Number : 110432003053 Phone : (305)672-0686

Fax Number : (305)672-9110

LIMITED LIABILITY COMPANY

Chameleon Enterprises LLC

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August 4, 2003

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: CHANGLEON ENTERPRISES LLC

REF: W03000021973

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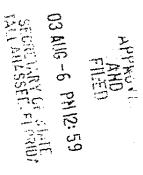
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is: Chameleon Enterprises LLC

Article II. Address

The Company's street and mailing address is:
Chameleon Enterprises LLC
859 Cox Road
Moorestown NJ 08057 UNITED STATES OF AMERICA

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Brian Varnum 2227 Sandpiper Street Taliahassee FL 32303

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Travis Trueblood FL Bar Member 0417890 Law Office of Travis W. Trueblood Miramar FL 33027 305-360-1964 03 AUG -- 6 PH | 2: 09
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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

FREDDIE MITCHELL 859 Cox Road Moorestown NJ 08057

Article VI. Company Existence

The Company's existence shall begin effective as of August 4, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on August 6, 2003.

TRAVIS TRUEBLOOD by V. Cine as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY: Chameleon Enterprises LLC

REGISTERED AGENT/OFFICE:

Brian Varnum 2227 Sandpiper Street Tallahassee FL 32303

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

BRIAN VARNUM

by V. Cine as attorney-in-fact

Date: August 6, 2003

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