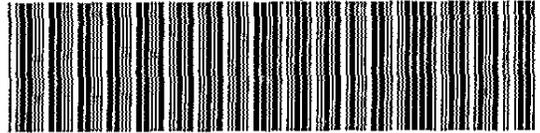


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03 SEP 2 2003

STATE OF FLORIDA
TALLAHASSEE, FLORIDA



000022201190

09/02/03--01084--005 **160.00

(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:

Peggy Calvert GAVE
AUTHORIZATION BY PHONE TO
CORRECT effective date
DATE 8-4-03
LUL. EXAM AL

EFFECTIVE DATE
8-26-03

AL

Office Use Only



1000 Corporate Drive • Suite 310
Fort Lauderdale, Florida 33334
Telephone: (954) 489-9500 • Telefax (954) 489-9531
Toll Free in FL 877-806-9500
Website: shermanlegal.com

FILED
03 SEP -2 PM 2:23
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

August 28, 2003

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

Re: Avmar International, Inc.
and Avmar International, L.L.C.

Dear Sir/Madam:

Enclosed is the original Articles of Dissolution for Avmar International, Inc., together with our trust account check in the sum of \$52.50, which represents the following filing fees:

Filing fee	\$35.00
Certified copy	8.75
Certificate of Status	<u>8.75</u>
	\$52.50.

Also enclosed is the original Articles of Organization for Florida Limited Liability Company for Avmar International, L.L.C., together with our trust account check in the sum of \$160.00, which represents the following filing fees:

Filing fee	\$100.00
Designation of Resident Agent	25.00
Certified copy	30.00
Certificate of Status	<u>5.00</u>
	\$160.00

FILED

03 SEP -2 PM 2: 23

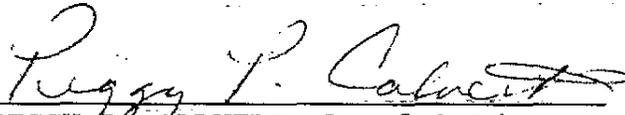
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Page -2-
August 28, 2002

Please file the original documents and return to me a certified copy of the dissolution and the organization, together with the certificates of status, in the enclosed self-addressed stamped envelope.

Thank you for your consideration.

SHERMAN LAW OFFICES, CHARTERED

BY: 
PEGGY P. CALVERT, Legal Assistant

/ppc
Enc.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

03 SEP -2 PM 2: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

AVMAR INTERNATIONAL, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

9 SW 13TH STREET
FORT LAUDERDALE, FL 33315

SAME

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

SEAN JOHNSON

Name

EFFECTIVE DATE
8-26-03

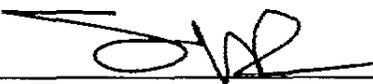
9 SW 13TH STREET

Florida street address (P.O. Box **NOT** acceptable)

FORT LAUDERDALE, FL 33315

City, State, and Zip

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, F.S..



Registered Agent's Signature

(CONTINUED)

ARTICLE IV - Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

FILED

03 SEP -2 PM 2:23

RECORDING STATE
TALLAHASSEE, FLORIDA

MGR

SCOTT MacPHEE

9 SW 13TH STREET

FORT LAUDERDALE, FL 33315

ARTICLE IV - Effective Date:

The effective date of the organization of this limited liability company shall be June 1, 2003.

REQUIRED SIGNATURE:



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

(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.)

J.A. CAPITAL PARTNERS, BY BLACK DOG HOLDINGS, INC.

BY THOMAS ANDREWS, IT'S PRESIDENT

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)