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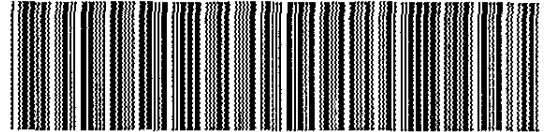
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



delancyhill

a professional association
attorneys-at-law

September 30, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

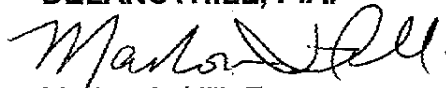
Re: CLEVER PRODUCTS, LLC

Dear Sir/Madam:

Enclosed herein are the original Articles of Organization on behalf of the captioned company. Also enclosed is a check in the amount of \$125.00 to cover the requisite filing fee. Please return a copy of the confirmation of filing. If you have any questions please call me at (786) 777-0184.

Sincerely,

DELANCYHILL, P.A.



Marlon A. Hill, Esq.

Encl.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
CLEVER PRODUCTS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company shall be **CLEVER PRODUCTS, LLC** (the "Company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company shall be 5369 North Hiatus Road, Sunrise, Florida 33351.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Marlon A. Hill, Esq., 200 S. Biscayne Boulevard, Suite 2680, Miami, Florida, 33131-5335

ARTICLE VI. MANAGEMENT

The Company shall be managed by members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles.

ARTICLE VII.

The initial members of the Company shall be as follows:

<u>Name</u>	<u>Address</u>
Lesley Shuster	4717 NW 67 th Avenue Lauderhill, FL 33319
Keisha Mock Yen	4717 NW 67 th Avenue Lauderhill, FL 33319
Sande E. Zatt	200 Harbor Drive # 1101 San Diego, CA 92101
Dominique Bathfield	200 Harbor Drive # 1101 San Diego, CA 92101

ARTICLE VIII. AMENDMENT

The Articles may be amended only by the majority consent of the members.


IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Sunrise, Broward County, Florida, on this 30th day of September, 2003.



Marlon A. Hill
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of CLEVER PRODUCTS, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.



Marlon A. Hill
Registered Agent

Dated: Sept. 30, 2003