

L03000042489

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

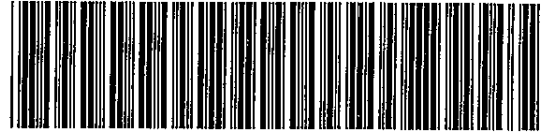
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

*11/4
JMT*



200024155272

10/31/03--01018--009 **125.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 OCT 31 AM 11:36

FILED

Charles J. Pierre
6807 Torch Key Street
Lake Worth, Florida 33467
Evening (561) 252-4697, Day (954) 693-1396

October 28, 2003

Division of Corporation
Registration Section
409 E. Gaines street
Tallahassee, FI 32399
(850) 487 - 6051

FILED
03 OCT 31 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Please find attached a check in the amount of \$125 to cover the filing fees for the articles of organization of "Pierre & Associates L.L.C." and the designation of its registered agent.

Please do not hesitate to call or to write me if there are any questions or concerns.

Sincerely,


Charles J. Pierre

ARTICLES OF ORGANIZATION

PIERRE AND ASSOCIATES L.L.C.

Article I - Name

The name of the company shall be "Pierre and Associates L.L.C.". This name can change with the majority vote of the Board.

Article II - Address

The principal Office of the company will be at:

6807 Torch Key Street
Lake Worth, FL 33467

Its registered agent will be Charles J. Pierre.

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

Article III - Purpose

Pierre & Associates L.L.C. will offer financial services which include, but are not limited to consulting, accounting and tax services.

Article IV - Duration

On the death, retirement, expulsion, resignation of key members, Pierre & Associates L.L.C. will continue in business with the approval of the majority of the members (over 50%). The company shall have Offices throughout and outside the State of Florida.

Article V - Management

- A Board of Directors elected annually by the members will oversee the management of the company. Board members are not restricted from participating actively in the management of the company.
- Active management of the company will be trusted to a Chief Executive Officer, appointed by the Board, and approved by majority vote of the members. In his/her tenure, the CEO will serve as the Board chair subject the restrictions below. Vacancy in the CEO position will be filled by the Board and approved by majority vote of the members. He or she does not have to be an investor in the organization.
- A CEO hired from the outside and who is not one of the founding members cannot be the Board chair. In this case, one of the Board members will be the chairperson.

03 OCT 31 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Article VI - General standards for Directors and active managers

Directors and Managers shall owe a duty of loyalty and a duty of care to Pierre & Associates L.L.C. They should:

- Refrain from competing with the company and avoid conflicts of interest
- Be good stewards of company properties

Directors and Managers acting in bad faith can be sued and will end up compensating the company for such expenses and losses resulted from their actions.

Article VII - Admission of additional members

New members can be admitted only with majority vote of the existing Board that determine or set the price of their interest/share.

Article VIII - Transfer of Interest

Transfers and assignments of interest have to be approved by the majority of the Board members.

- In the case of death, the beneficiary(ies) will automatically assume the interest of the grantor.
- If a member wants to sell or assign his or her interest, he or she has to submit a request in writing to the Board that will review and approve such request. Before approving any request, the board will make it available to the existing members first. A 90-day notice is to given to the Board for the redemption and/or sale of any member's interest.

Article IX - Employees and Directors Compensation

- Directors who perform works for the organization will negotiate their fees with the CEO and the Board.
- The CEO will work directly with the Board to negotiate his/her compensation and the compensation of key employees.

Article X - Allocation of Profit/Loss

Profits and losses will be allocated according to the member's equity in the company.

Article XI - Fiscal Year

The fiscal year of Pierre & Associates L.L.C. shall begin on the 1st day of January and end on the 31st day of December of each year.

Article XII - Meetings and Member's Vote

- The Board of Directors can meet from time to time depending on the needs of the company. The date and place will be set before any such meetings. Conference calls and other electronic media may be used if all the members cannot be at the same place.

03 OCT 31 AM 11:38
FILED
TAMM
AHASSEE
LORRD
SECRETARY
STATE
FLORIDA

- Members may be called sometimes to meet and discuss issues impacting favorably or unfavorably the future of the company. The Board of Directors will announce the date and the place of such meetings.
- An annual meeting of the members will be held each year. In that meeting, the Board members will be elected. A Board member must receive at least 50% of the vote to remain active. The Sitting Board will announce the date and the place of the annual meeting.
- A member's number of votes will be based on a formula based on his or her equity in the company. Members can assign their voting rights to a Director in the form of a proxy.

Article XIII - Contracting Debts

The Chief Executive Officer, with the approval of the Board of Directors, can enter into contracts for the company. He/She can execute and deliver any instruments in the name of and on behalf of the company.

Article XIV - Directors Liabilities

Liabilities arising from the normal course of business shall be borne by the company. The Chief Executive Officer and Directors shall be indemnified for any out-of-pocket expenses and any other costs including personal defense lawyers' fees while being actively involved in the decisions of the company.

Article XV

These articles or by-laws may be altered, amended or repealed. New bylaws may be adopted at any regular or special meetings of the Board of Directors and ratified by the majority of the members.


Charles J. Pierre,
Member, Pierre & Associates L.L.C.
October 27, 2003

03 OCT 31 PM 11:36
FILED
TALLAHASSEE FLORIDA