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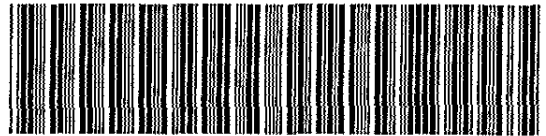
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 22, 2003

EDWARD DINNA
719 INTRACOSTAL DRIVE
FORT LAUDERDALE, FL 33304

SUBJECT: FEEL GOOD PRODUCTS, LLC.
Ref. Number: W03000038864

We have received your document for FEEL GOOD PRODUCTS, LLC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 703A00068120

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ATTORNEY

EDWARD T. DINNA

719 Intracoastal Drive
Fort Lauderdale, Florida 33304
(954) 561-4314
Fax (954) 565-2120

December 8, 2003

*Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314*

RE: Articles of Organization of Feel Good Products, LLC

Gentlemen:

Enclosed please find the original and one copy of Articles of Organization of Feel Good Products, LLC , together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Organization of Feel Good Products, LLC and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



**Edward T. Dinna, Attorney
Feel Good Products, LLC
719 Intracoastal Drive
Fort Lauderdale, Florida 33304**

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF FEEL GOOD PRODUCTS, LLC.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be FEEL GOOD PRODUCTS, LLC., and its principal office shall be located 719 Intracoastal Drive, Fort Lauderdale, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law,

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while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by 3 managers. The names and addresses of the persons who shall serve until the first annual meeting of members and/ or until elected and qualified are:

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1. Edward T. Dinna, 719 Intracoastal Drive, Florida, 33304;
2. Joseph Elkind, 3080 N.E. 39th Street, Fort Lauderdale, Florida, 33308; and
3. Michael Martinez, 3080 N.E. 39th Street, Fort Lauderdale, Florida 33308.

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$ 10,000 cash shall be paid to the limited liability company by the 3 members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members at a date and time when a majority of the members call a meeting for the purpose of paying profits.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

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**ARTICLE VIII
DURATION**


This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**


The address of the initial registered office of the limited liability company is 719 Intracoastal Drive, City of Fort Lauderdale, County of Broward, State of Florida, and the name of the company's initial registered agent at that address is Edward T. Dinna.

The undersigned, being one of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of FEEL GOOD PRODUCTS, LLC. Executed by the undersigned at a place and date reflected by one member's signature.

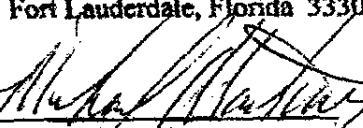
Date 12/8/03

Signature: 
Edward T. Dinna
719 Intracoastal Drive
Fort Lauderdale, Florida 33304

Date 12/8/03

Signature: 
Joseph Elkind
3080 N.E. 39th Street
Fort Lauderdale, Florida 33308

Date 12/8/03

Signature: 
Michael Martinez
3080 N.E. 39th Street
Fort Lauderdale, Florida 33308

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF BROWARD, SS.

BEFORE ME, the undersigned authority, duly authorized by law to take acknowledgments, this date personally appeared EDWARD T. DINNA, who is personally known to me, and after first being duly cautioned and sworn states that the information above is true and correct.

SWORN TO AND SUBSCRIBED before me this 8 day of December, 2003



Sandi J Blouin
My Commission CC925110
Expires April 04, 2004

Sandi J Blouin
NOTARY PUBLIC-STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD, SS.

BEFORE ME, the undersigned authority, duly authorized by law to take acknowledgments, this date personally appeared JOSEPH ELKIND, who is personally known to me, and after first being duly cautioned and sworn states that the information above is true and correct.

SWORN TO AND SUBSCRIBED before me this 8 day of December, 2003



Sandi J Blouin
My Commission CC925110
Expires April 04, 2004

Sandi J Blouin
NOTARY PUBLIC-STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD, SS.

BEFORE ME, the undersigned authority, duly authorized by law to take acknowledgments, this date personally appeared MICHAEL MARTINEZ, who is personally known to me, and after first being duly cautioned and sworn states that the information above is true and correct.

SWORN TO AND SUBSCRIBED before me this 8 day of December, 2003



Sandi J Blouin
My Commission CC925110
Expires April 04, 2004

Sandi J Blouin
NOTARY PUBLIC-STATE OF FLORIDA

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Feel Good Products, LLC

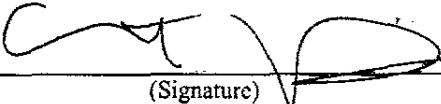
2. The name and the Florida street address of the registered agent and office are:

Edward T. Dinna
(Name)

719 Intracoastal Drive
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Fort Laud., FL 33304
(City/State/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.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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