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SIMON AND SCHMIDT

ATTORNEYS AT LAW

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100 NORTHEAST FIFTH AVENUE DELRAY BEACH, FLORIDA 33483

ERNEST G. SIMON DAVID W. SCHMIDT

TELEPHONE (561) 278-2601 FAX(561) 265-0286 WEST PALM BEACH 737-8222

January 26, 2004

DELIVERED VIA FEDERAL EXPRESS

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

Re:

Santa Cruz, LLC

and

Delray Design Group, LLC

Dear Ladies and Gentlemen:

Enclosed please find the Articles of Organization for each of the above-referenced Limited Liability Companies. My Law Account check in the amount of \$250.00 is also enclosed fro the two filing fees. I am enclosing a self-addressed, pre-paid Federal Express airbill and envelope. Please return the proofs of filing by Federal Express.

Should you have any questions, please contact me.

Sincerely yours,

David W. Schmidt

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: SANTA CRUZ, LLC

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is: 330 NW 16th Street, Delray Beach, Florida 33444.

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

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

Carol Perez 330 NW 16th Street Delray Beach, Florida 33444

Having been named 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 IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more and is, therefore, a manager-managed company.

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

<u>Carol Perez</u> Typed or printed name of signee