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LAW OFFICES
FREEDMAN & McCLOSKY
PROFESSIONAL ASSOCIATION
SUITE 700, SOUTHTRUST TOWER
ONE EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

REED B. McCLOSKY
RANDY R. FREEDMAN

TELEPHONE (954) 764-3800
TELECOPIER (954) 764-2840

January 30, 2004

Via FedEx

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

Re: NOONERS, LLC

FILED
04 FEB -2 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

I have enclosed this firm's check no. 4469 in the amount of \$125.00 as the filing fee for the above-referenced limited liability company. I have also enclosed the original and one copy of the executed Articles of Organization. Please return to me one file-stamped copy of the articles via fedex. I have enclosed a return fedex airbill for your convenience. Thank you.

Very truly yours,

FREEDMAN & McCLOSKY, P.A



Randy R. Freedman

RRF/tlb

Enclosures

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ARTICLES OF ORGANIZATION

OF

NOONERS, LLC

Article I - Name

The name of the Limited Liability Company is:

NOONERS, LLC

Article II - Address

NOONERS, LLC
c/o Gerald Hatfield
2010 NE 17th Street, #3
Fort Lauderdale, FL 33305

CLERK OF COURT
TALLAHASSEE, FLORIDA

04 FEB - 2 PM 2:31

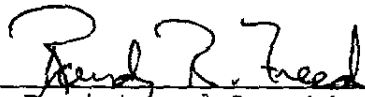
FILED

Article III - Registered Agent

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

Randy R. Freedman, Esq.
Freedman & McClosky, P.A.
One East Broward Blvd., Suite 700
Ft. Lauderdale, FL 33301

Having been named as registered agent for the above stated limited liability company, I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

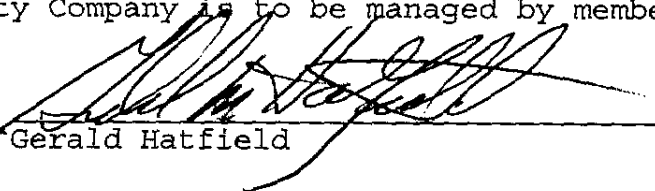


Registered Agent's Signature

Article IV - Management

The Limited Liability Company is to be managed by members.

MEMBER:



Gerald Hatfield